

**A.14-04-013 / A.14-06-012**  
**Response of Time Warner Cable**

**Data Request No. ORA-A.14-04-013.PHH001**

**To:** Office of Ratepayer Advocates  
**Prepared By:** George Gomez-Quintero  
**Title:** Corporate Vice President, New Business Finance  
**Employer:** Time Warner Cable  
**Date of Request:** August 27, 2014

**Question 14:**

Is Time Warner Cable broadband service offered as a stand-alone service in California?

**Response to Question 14:**

Yes.

## **Exhibit SMB-8**

**Q-1:14. Is Comcast broadband service offered as a stand-alone service in California?**

Response:

Yes, Comcast's broadband service is offered as a stand-alone service in California.

Sponsor: Amalia O'Sullivan, Vice President, Xfinity Internet Product

## **Redacted Confidential Exhibit SMB-9**

**Q-1:15. If the answer to Question #14 is yes, please identify the following:**

- a. Product/service name**
- b. Description**
- c. Terms and Conditions**
- d. Price**
- e. Number of households subscribed to stand-alone broadband service in California**

Response:

The requested information for subparts (a)-(d) of this data request is stated in the Response to Q-1:8 and Exhibit ORA/Comcast R:1-8 hereto. In response to subpart (e), there are **[BEGIN CONFIDENTIAL]** [REDACTED] **[END CONFIDENTIAL]** households subscribed to stand-alone broadband service in California.

Sponsor: Amalia O'Sullivan, Vice President, Xfinity Internet Product

## **Exhibit SMB-10**

**A.14-04-013 / A.14-06-012**  
**Response of Time Warner Cable**

**Data Request No. ORA-A.14-04-013.PHH001**

**To:** Office of Ratepayer Advocates  
**Prepared By:** Monique Crawford; Christine Dzujna  
**Titles:** Corporate Division Administrator, Regulatory Affairs;  
Senior Director, Compliance & Legal Affairs  
**Employer:** Time Warner Cable  
**Date of Request:** August 27, 2014

**Question 15:**

If the answer to Question #14 is yes, please identify the following:

- a. Product/service name;
- b. Description;
- c. Terms and Conditions;
- d. Price; and
- e. Number of households subscribed to stand-alone broadband service in California.

**Response to Question 15:**

- a.-d. See response to Question 8.
- e. The number of households subscribed to stand-alone broadband service in California is 716,739 (as of June 2014).

## **Exhibit SMB-11**



**Q-1:31. Does Comcast offer voice service on a standalone basis?**

Response:

Yes. See Comcast's Response to ORA 1:28.

Sponsors:

Patti Loyack, Vice President, Broadband Voice

Kevin O'Toole, Senior Vice President and General Manager, New Business Solutions

## **Exhibit SMB-12**

**A.14-04-013 / A.14-06-012**  
**Response of Time Warner Cable**

**Data Request No.: CD Request to Time Warner Cable -- Number One**

**To:** Communications Division

**Prepared By:** Daniel Stoller; Jeff Lindsay

**Title:** Vice President, Corporate Strategy & Corporate Development; Group Vice President & General Manager, Phone Strategy & Corporate Development

**Employer:** Time Warner Cable

**Date of Request:** September 11, 2014

**Question 25:**

Does TWC offer voice service on a standalone basis?

**Response to Question 25:**

Yes.

## **Exhibit SMB-13**

**A.14-04-013 / A.14-06-012**  
**Response of Time Warner Cable**

**Data Request No. ORA-A.14-04-013.PHH001**

**To:** Office of Ratepayer Advocates  
**Prepared By:** Gregory King; Jeff Lindsay  
**Title:** Senior Vice President and Chief Products & Strategy Officer, Commercial Services;  
Group Vice President & GM, Digital Phone  
**Employer:** Time Warner Cable  
**Date of Request:** August 27, 2014

**Question 28:**

Please identify all voice services offered by Time Warner Cable:

- a. Product/service name;
- b. Description (include if your voice service is VoIP);
- c. Is the product/service offered as a stand-alone service;
- d. Price;
- e. Terms and Conditions; and
- f. Total number of subscribers for each product/service offered.

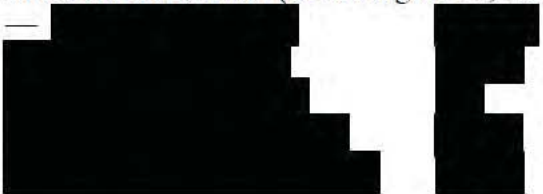
**Response to Question 28:**

**Residential Voice Services:**

Time Warner Cable offers several different Home Phone Calling Plans. All Home Phone Calling Plans include Call Waiting, Caller ID, Call Waiting ID, Call Forwarding, Speed Dialing, Three-Way Calling and Anonymous Call Rejection. Voice Mail and special features are available for an extra monthly charge. Current rates are available at <http://www.timewarnercable.com>.

- a. Home Phone Service
  - Unlimited Nationwide
  - Unlimited In-State
  - Local
  - International One Price calling plan
  - Global Penny Phone Plan
- b. Home Phone Service Plan Descriptions\*:
  - Unlimited National: unlimited local, interstate and intrastate calling plus free calling to Mexico, Canada, Puerto Rico and Virgin Islands
  - Unlimited In-State: unlimited local, in-state and intra-state calls. Interstate calls cost \$0.07 per minute.
  - Local: unlimited local calling and intrastate calling. Interstate calls cost \$0.07 per minute.

- International One Price: \$19.99 per month for 1000 ILD minutes
- Global Penny Phone Plan: \$2.95 per month plus \$0.01 per minute for calls made to any of 50 international destinations.
- \* Home Phone is a voice over Internet protocol (“VoIP”) service.
- c. All three primary phone service options (Unlimited Nationwide, Unlimited In-State and Local) are available as stand-alone services.
- d. Product monthly pricing:
  - Unlimited National
    - standalone \$39.99
    - in double play \$20
    - in triple play \$10
  - In-state
    - standalone only \$29.99
  - Local
    - standalone only \$24.99
  - International One Price
    - \$19.99 per month for 1000 ILD minutes
  - Global Penny Phone Plan
    - \$2.95 per month for 50 international destinations at \$0.01/min
- e. Terms and Conditions

TWC’s residential voice services are subject to the Time Warner Cable Residential Services Subscriber Agreement, located at the following link:  
<http://help.twcable.com/>
- f. Subscriber Numbers (as of August 22, 2014)
  - 

**Business Voice Services:**

- a. Business Class Phone, PRI and SIP services leverage Internet Protocol (“IP”) technology to deliver data packets of voice signals over TWC’s high-capacity fiber-coaxial network.
  - Business Class Phone (“BCP”)
  - Business Class PRI Trunks (“PRI”)
  - Business Class SIP Trunks (“SIP”)

b. Description\*

- Business Class Phone: a business-centric IP-based phone service that replaces traditional “plain old telephone service” (“POTS”) lines. The service is offered with three optional calling plans: Nationwide, In-State and Local. International pricing plans and advanced features are also available.

*Included Service Features:*

Account Codes, Call Forward, Call Waiting, Three Way Call Transfer, Hunting, Inbound and Outbound Call Restrictions Call Blocking, Online Account Detail, Selective Call Forward/Rejection, Call Scheduler, Custom Caller ID, Call Logs, Do Not Disturb, Last Number Redial, Hotline/Suspended Line, Voice Manager

*Optional Features:*

Auto Attendant, Voicemail (single, group, or shared), Remote Call Forward, Enhanced Toll Free, Business Group Feature Package, Mobility Package, Custom Ring, Intercept Message. Additional charges may apply for these features.

- Business Class PRI Trunks: an IP-enabled voice trunk solution supporting primary rate interface (“PRI”) handoff to a customer’s private branch exchange (“PBX”). This service supports simultaneous voice calls using an industry standard primary rate interface T-1, and it is offered as a full trunk service (23B+D) or fractional trunk service with 8, 12, 16 voice (‘B’) channels.

*Features:*

Unlimited local calling, optional long distance packages, Caller ID, Direct Inward Dialing (“DID”), Inbound/Outbound call blocking options, online access to account details and usage reports, advanced features including Remote Call Forwarding (“RCF”), and Trunk Overflow.

- Business Class SIP Trunks: an IP-based voice solution supporting session initiation protocol (“SIP”) trunk handoff to a customer IP PBX; capacity is 6 to 200 simultaneous calls/call paths.

*Features:*

Unlimited local calling and optional long distance packages, Caller ID, Direct Inward Dialing (DID) service, Inbound/Outbound call blocking options, online access to account detail and usage reports, advanced features including RCF, and Trunk Overflow.

\*All services include VoIP.

- c. All voice services (BCP, PRI, SIP) are sold as standalone services or bundled with other services.

- d. Below is the standard pricing list for TWC BCP, PRI and SIP services. Standard pricing is subject to promotional, volume, or individual case discounts.

BUSINESS CLASS PHONE									
Business Class Phone, MRC		1 Year		2 Year		3, 4, 5 Year		BCP LD Rates	
Local		\$	24.95	\$	24.95	\$	24.95	Outbound LD with Local BCP Line	Rate / Min
Instate		\$	29.95	\$	29.95	\$	29.95	Outbound LD with Instate BCP Line	\$ 0.070
Nationwide Unlimited, LA & SD/DC - 1P		\$	56.95	\$	53.95	\$	51.95		0.050
	- 2P	\$	48.95	\$	45.95	\$	43.95		
	- 3P	\$	45.95	\$	42.95	\$	40.95		
Nationwide Unlimited Mountain West - 1P		\$	54.95	\$	50.95	\$	48.95	BCP Intercept Messaging	
	- 2P	\$	46.95	\$	42.95	\$	40.95	One Time	
	- 3P	\$	43.95	\$	40.95	\$	39.95	First 30 Days	\$ 0.00
								60 Days Announcement	\$ 3.95
								90 Days Announcement	\$ 7.90
								BCP Features	
								Bus Group Feature Package	\$ 3.95
								Auto Attendant	\$ 19.95
								Custom Ring	\$ 3.95
								Mobility Package	\$ 3.95
								Voice Mail	\$ 5.00
								Group Voice Mail - First Mailbox	\$ 5.00
								Group Voice Mail - Add'l Mailboxes	\$ 1.95
								Shared Voice Mail	\$ 12.95
*1P - Single Play, 2P - Double Play, 3P - Triple Play									
BUSINESS CLASS TRUNKS (PRI / SIP)									
PRI Trunks, MRC	Contract Term					Standard LD Rates (PRI or SIP)		Options (BCP or PRI/SIP Trunks)	
	1 Year	2 Year	3 Year	4 Year	5, 7 Year	Interstate	Intrastate (varies by state)	Remote Call Forward (RCF)	MRC
8 Channel Fractional	\$ 420.00	\$ 360.00	\$ 320.00	\$ 305.00	\$ 290.00				\$ 13.95
12 Channel Fractional	\$ 450.00	\$ 385.00	\$ 345.00	\$ 330.00	\$ 315.00				\$ 3.15
16 Channel Fractional	\$ 480.00	\$ 410.00	\$ 370.00	\$ 350.00	\$ 335.00				
Full PRI (23 B Channels)	\$ 550.00	\$ 485.00	\$ 440.00	\$ 420.00	\$ 405.00				
SIP Trunks, MRC						DID Blocks and Trunk Overflow (PRI or SIP)		Foreign Listing (*)	3.15
	1 Year	2 Year	3 Year	4 Year	5, 7 Year	DID 20 Block		(*) MRCs for Listings apply to BCP only. No Charge for Trunk.	
	\$ 18.00	\$ 16.00	\$ 15.00	\$ 14.00	\$ 14.00	DID 100 Block			
Price Per Call Path						Trunk Overflow (optional)			
Minimum 6 Call Paths, increments of 1, maximum of 200 (fiber), same pricing over Fiber or DOCSIS						These are Monthly Recurring Charges co-terminus with contract.			



- e. TWC's Business Class Phone, PRI and SIP Services are subject to the Time Warner Cable Business Class Terms and Conditions, located at the following link:  
<http://business.timewarnercable.com/legal/terms-conditions.html>
- f. TWC total number of subscribers with a billing address in California is presented below:

[REDACTED]

This data is current as of August 2014.

## **Redacted Confidential Exhibit SMB-14**

**A.14-04-013 / A.14-06-012**  
**Response of Time Warner Cable**

**Data Request No. ORA-A.14-04-013.PHH001**

**To:** Office of Ratepayer Advocates  
**Prepared By:** Gregory King; Jeff Lindsay  
**Title:** Senior Vice President and Chief Products & Strategy Officer, Commercial Services;  
Group Vice President & GM, Digital Phone  
**Employer:** Time Warner Cable  
**Date of Request:** August 27, 2014

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Please identify all voice services offered by Time Warner Cable:

- a. Product/service name;
- b. Description (include if your voice service is VoIP);
- c. Is the product/service offered as a stand-alone service;
- d. Price;
- e. Terms and Conditions; and
- f. Total number of subscribers for each product/service offered.

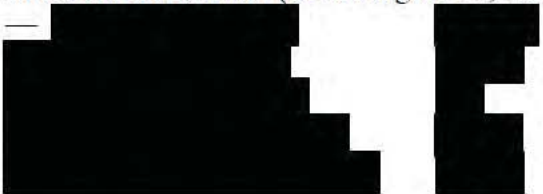
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	- 2P	\$	48.95	\$	45.95	\$	43.95		
	- 3P	\$	45.95	\$	42.95	\$	40.95		
Nationwide Unlimited Mountain West - 1P		\$	54.95	\$	50.95	\$	48.95	BCP Intercept Messaging	
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								Auto Attendant	\$ 19.95
								Custom Ring	\$ 3.95
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*1P - Single Play, 2P - Double Play, 3P - Triple Play									
BUSINESS CLASS TRUNKS (PRI / SIP)									
PRI Trunks, MRC	Contract Term					Standard LD Rates (PRI or SIP)		Options (BCP or PRI/SIP Trunks)	
	1 Year	2 Year	3 Year	4 Year	5, 7 Year	Interstate	Intrastate (varies by state)	Remote Call Forward (RCF)	MRC
8 Channel Fractional	\$ 420.00	\$ 360.00	\$ 320.00	\$ 305.00	\$ 290.00				\$ 13.95
12 Channel Fractional	\$ 450.00	\$ 385.00	\$ 345.00	\$ 330.00	\$ 315.00				\$ 3.15
16 Channel Fractional	\$ 480.00	\$ 410.00	\$ 370.00	\$ 350.00	\$ 335.00				
Full PRI (23 B Channels)	\$ 550.00	\$ 485.00	\$ 440.00	\$ 420.00	\$ 405.00				
SIP Trunks, MRC						DID Blocks and Trunk Overflow (PRI or SIP)		Foreign Listing (*)	3.15
	1 Year	2 Year	3 Year	4 Year	5, 7 Year	DID 20 Block		(*) MRCs for Listings apply to BCP only. No Charge for Trunk.	
	\$ 18.00	\$ 16.00	\$ 15.00	\$ 14.00	\$ 14.00	DID 100 Block			
Price Per Call Path						Trunk Overflow (optional)			
Minimum 6 Call Paths, increments of 1, maximum of 200 (fiber), same pricing over Fiber or DOCSIS						These are Monthly Recurring Charges co-terminus with contract.			

- e. TWC's Business Class Phone, PRI and SIP Services are subject to the Time Warner Cable Business Class Terms and Conditions, located at the following link:  
<http://business.timewarnercable.com/legal/terms-conditions.html>
- f. TWC total number of subscribers with a billing address in California is presented below:

[REDACTED]

This data is current as of August 2014.

## **Redacted Confidential Exhibit SMB-15**



**Q-1:28. Please identify all voice services offered by your company:**

- a. Product/service name**
- b. Description (include if your voice service is VoIP)**
- c. Is the product/service offered as a stand-alone service?**
- d. Price**
- e. Terms and Conditions**
- f. Total number of subscribers for each product/service offered**

Response:

Comcast's Business Voice Services

In response to subparts (a), (b), (d) and (f) above, please see Response to Q-1:21 with respect to Comcast's voice services marketed as being well-suited for small businesses, Confidential Exhibit ORA/Comcast R:1-21.1 for descriptions of Comcast's business voice services, and the pricing lists for Comcast's business voice services attached hereto as Exhibit ORA/Comcast R:1-21.2.

In response to subpart (c) above, yes, Comcast's business voice services are offered as stand-alone services.

In response to subpart (e) above for Comcast's business voice services, please see Response Q-1:21 with respect to Comcast's voice services marketed as being well-suited for small businesses. The Terms and Conditions for Comcast's other business voice services are available at: <http://business.comcast.com/terms-conditions-ent> (last visited September 10, 2014).

Comcast's Residential Voice Services

In response to subparts (a), (b), and (d) above, please see the pricing lists for Comcast's XFINITY Voice Unlimited and XFINITY Voice Local with More services, attached hereto as Exhibit ORA/Comcast R:1-28.

In further response to subpart (b), yes, Comcast's residential voice services are VoIP services.

In response to subpart (c) above, yes, Comcast offers both the XFINITY Voice Unlimited and XFINITY Voice Local with More services as stand-alone services.

In response to subpart (e) above:

- Comcast's Agreement for Residential Services, including the terms and conditions for Comcast's residential voice services, is available for review at <http://www.comcast.com/Corporate/Customers/Policies/SubscriberAgreement.html> (last visited Sept. 4, 2014).

- Comcast's Acceptable Use Policy for its residential voice services is available for review at <http://www.comcast.com/Corporate/Customers/Policies/VoiceServices.html> (last visited Sept. 4, 2014).

In response to subpart (f) above, total subscribers by service in California:

- **XFINITY Voice Unlimited:** [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL]
- **XFINITY Voice Local with More:** [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL]

Sponsors:

Patti Loyack, Vice President, Broadband Voice

Kevin O'Toole, Senior Vice President and General Manager, New Business Solutions

**Comcast Corporation Response to  
First Set of Discovery Requests from the Office of Ratepayer Advocates**

**EXHIBIT ORA/COMCAST R-1:28**

**COMCAST XFINITY<sup>®</sup> VOICE SERVICE**  
**RESIDENTIAL PRICING LIST (EFFECTIVE: AUGUST 01, 2014)**  
**CENTRAL CALIFORNIA**  
VERSION 65

*To modify/change this document contact David Lloyd.*

Service is for residential customers located in Comcast serviceable areas only and is subject to availability. Multi-product discounts require continuous subscription to all specified Comcast products. Pricing shown does not include federal, state or local regulatory fees, taxes or surcharges. Service is subject to the Comcast Residential Subscriber Agreement and other applicable terms and conditions. Prices shown are effective on the date specified and are subject to change. Other restrictions apply. For additional information, contact us at 1-888-COMCAST.

**MONTHLY SERVICES**

	<b>MONTHLY CHARGE</b>
<b>Xfinity Unlimited<sup>TM</sup> [1]</b>	
• Comcast Unlimited with Comcast High-Speed Internet <i>and</i> Comcast Cable services	\$39.95
• Comcast Unlimited with Comcast High-Speed Internet <i>or</i> Comcast Cable services	44.95
• Comcast Unlimited only	44.95
• Additional Premium Line (with Calling Features)	21.95
• Additional Basic Line (without Calling Features)	11.95
<b>Local with More<sup>®</sup> [2]</b>	
• Local with More with Comcast Internet <i>and/or</i> Comcast Video Services	\$24.95
• Local with More only	34.95
• Enhanced Voice Mail	3.95
• Additional Premium Line (with Calling Features and Voice Mail)	21.95
• Additional Basic Line (without Calling Features and Voice Mail)	11.95

[1] Includes unlimited nationwide direct-dial calling from your home including calls to Puerto Rico, US Virgin Islands, Guam, Saipan/N. Mariana Islands, Canada, and American Samoa. The following calling features are also included: 3-way Calling, Anonymous Call Rejection, Call Forwarding Selective, Call Forwarding Variable, Call Return, Call Screening, Call Waiting, Caller ID, Caller ID Per-Call or Per-Line Blocking, Caller ID with Call Waiting, Repeat Dialing, Speed Dial 8, Enhanced Voice Mail and other enhanced features. Prices shown are for the Voice component only.

[2] Includes unlimited direct-dialed local calling from your home. (For information regarding your Local Calling Area, call 1-888-COMCAST.) The following calling features are also included: 3-way Calling, Anonymous Call Rejection, Call Forwarding Selective, Call Forwarding Variable, Call Return, Call Screening, Call Waiting, Caller ID, Caller ID Per-Call or Per-Line Blocking, Caller ID with Call Waiting, Repeat Dialing, Speed Dial 8 and other enhanced features. Prices shown are for the Voice component only. Usage charges apply for calls to (and calls forwarded to) non-local terminating numbers.

**COMCAST XFINITY<sup>®</sup> VOICE SERVICE**  
**RESIDENTIAL PRICING LIST (EFFECTIVE: AUGUST 01, 2014)**  
**CENTRAL CALIFORNIA**  
 VERSION 65

**MONTHLY SERVICES – (CONT'D)**

**MONTHLY CHARGE**

**Optional Services**

• Call Trace, per call	No Charge
• Domestic Toll Restriction	No Charge
• International Toll Restriction	No Charge
• Prohibit Bill to Third Party	No Charge
• Prohibit Collect Calls	No Charge
• Speed Dial 30	No Charge
• Text Messaging, Xfinity Unlimited – per line <sup>[1]</sup>	No Charge
• Text Messaging, Local with More – per line <sup>[1]</sup>	No Charge

**Directory Listing Services**

• Standard Directory Listing <sup>[2]</sup>	No Charge
• Non-published Directory Service, per line	\$1.50
• Non-listed Directory Service, per line	1.25 <sup>[3]</sup>
• Computer/Fax Line Directory Exclusion, per line	No Charge <sup>[4]</sup>
• Additional Listing, per line	Note <sup>[5]</sup>

**Modem Lease Fee, up to a maximum of:**

• 2-line Modem	\$8.00
• 4-line Modem	8.00

- [1] Includes daily allowance of 250 messages. Contact Comcast at [www.xfinity.com/textmessaging](http://www.xfinity.com/textmessaging) for text area description and additional information.
- [2] The Standard Directory Listing will be made available at [ecolisting.com](http://ecolisting.com) and through the Comcast directory assistance operator. The Company is unable to guarantee inclusion (or the accuracy of information) in databases/directories controlled by other information providers.
- [3] This service is grandfathered to existing service arrangements at existing locations for Customers of record as of 4-26-10.
- [4] This service is grandfathered to existing service arrangements at existing locations for Customers of record as of 1-06-10.
- [5] Service is not currently available.

**COMCAST XFINITY<sup>®</sup> VOICE SERVICE**  
**RESIDENTIAL PRICING LIST (EFFECTIVE: AUGUST 01, 2014)**  
**CENTRAL CALIFORNIA**  
 VERSION 65

**TRANSACTIONAL CHARGES**

**Directory Assistance Services**

• Domestic Directory Assistance <sup>[1,2]</sup>	
– Standard Directory Assistance	\$2.49/call
– Enhanced Directory Assistance	2.49/call
– Directory Assistance with Call Completion <sup>[3]</sup>	2.99/call
• International Directory Assistance <sup>[4]</sup>	4.99/call
• International Call Completion	Note <sup>[5]</sup>

**Domestic Operator Services**

• Operator Surcharge <sup>[2,6]</sup>	\$2.49/call
• Busy Line Verify	Note <sup>[5]</sup>
• Busy Line Interrupt (includes busy line verify)	Note <sup>[5]</sup>

**International Operator Services**

• Operator Surcharge <sup>[6]</sup>	\$4.99/call
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**Domestic Long Distance Usage Charges**

• Direct-Dialed Domestic Long Distance <sup>[7]</sup>	Included
• Local with More Direct-Dialed Domestic Long Distance (includes DA Call Completion) <sup>[8]</sup>	\$0.05/min.
• Operator-Assisted Domestic Long Distance	\$0.12/min.

**International Long Distance Usage Charges**

(Rating information for direct-dialed and operator-assisted International calling is detailed in the Pricing Lists for those services.)

[1] Limit 3 number requests per call.

[2] Registered users with qualifying disabilities may be eligible for waived or discounted charges for calls originating from their home that utilize Domestic Directory Assistance, Domestic Call Completion, or Operator Services for Domestic Station-to-Station Sent-Paid calls.

[3] Usage rates apply to non-local DA Call Completion for Local with More subscribers.

[4] Limit 1 number request per call.

[5] Service is not currently available.

[6] Usage rate applies in addition to specified surcharge.

[7] Included Domestic Long Distance applies to Xfinity Unlimited service subscribers only.

[8] Domestic Long Distance includes non-local calls to 50 United States, D.C. Puerto Rico, US Virgin Islands, Guam, Saipan, N. Mariana Islands and American Samoa. Rate shown also applies to calls to Canada. Partial minutes are rounded up to the next whole minute.

**COMCAST XFINITY<sup>®</sup> VOICE SERVICE**  
**RESIDENTIAL PRICING LIST (EFFECTIVE: AUGUST 01, 2014)**  
**CENTRAL CALIFORNIA**  
 VERSION 65

**INSTALLATION/REPAIR/CHANGE CHARGES**

	<b>CHARGE</b>
<b>Installation</b>	
• Standard Service Installation <sup>[1]</sup> , per event	Note <sup>[2]</sup>
• Service Activation <sup>[3]</sup> , per event	\$29.95
• Self Install Kit	15.00
• Reactivation Fee, per event	6.00
• Non-published Directory Service, per event	9.25
• Additional Listing Directory Service, per event	Note <sup>[4]</sup>
<b>Repair</b>	
• Service Charge – per technician, per hour	\$31.00
• In-Home Repair – (trouble call)	50.00
• Jack Charge (for new jacks), per jack	25.00
• Jack Change Charge, per jack	20.00
<b>Change Charges</b>	
• Telephone Number Change	\$20.00
• Feature Change	1.99
• Directory Listing Change	9.25
• Change of Billing Responsibility	No Charge
• Number Referral Service, (30 days)	No Charge
– Extended Referral (additional 30 days)	Note <sup>[4]</sup>

[1] “Service Installation” includes premises-related field activities: dispatching a technical as well as time and materials for physical installation.

[2] Contact Comcast for rate information.

[3] “Service Activation” includes back-office activities associated with the establishment of an account: set-up, order processing, bill initiation, etc.

[4] Service may not be available in all areas, contact Comcast for additional information.

**COMCAST XFINITY<sup>®</sup> VOICE SERVICE**  
**RESIDENTIAL PRICING LIST (EFFECTIVE: AUGUST 01, 2014)**  
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VERSION 65

**ADMINISTRATIVE/GENERAL**

	<b>CHARGE</b>
<b>Late Payment Fee</b> <sup>[1]</sup>	\$4.75
<b>Payment Convenience Fee, up to</b> <sup>[2]</sup>	\$5.99
<b>Returned Check Fee</b>	\$25.00
<b>Unreturned Equipment Fees</b> <sup>[3]</sup>	
• 2-Line Modem (DOCSIS 2.0), up to	\$ 70.00
• 2-Line Modem (DOCSIS 3.0), up to	90.00
• 4-Line Modem, up to	100.00
• ACG Base (including Data Card), up to	130.00
• Xfinity Voice Wireless Gateway, up to	100.00
<b>Equipment Purchase Pricing</b> <sup>[4]</sup>	
• 2-Line Modem (DOCSIS 3.0)	\$ 149.00
• 2-Line Modem (DOCSIS 2.0)	99.00
<b>Service Protection Plan</b>	\$ 2.99/mo.

**Federal Universal Service Fund (USF)**

– Universal Connectivity Charge Note <sup>[5]</sup>

**Regulatory Recovery Fee**

The Regulatory Recovery Fee (RRF) is a Comcast service charge imposed on voice services to recover Comcast's contributions for federal, state and municipal regulatory programs and assessments, including, without limitation, universal service. The RRF is neither government mandated nor a tax or fee imposed on you by the government, but is an amount that Comcast retains. The aggregated fee may vary based on service usage patterns and program surcharge rates, and may change over time.

– State Universal Service Fund (USF)	1.15%
– State Telecom Relay Service	0.059%
– City Utility User's Tax, up to a maximum of	11.00%
– County Utility User's Tax, up to a maximum of	5.50%
– State PUC recovery fee	0.18%
– State Hearing Impaired Fund	0.20%
– High Cost Fund - A	0.18%
– High Cost Fund - B	0.00%
– CA Advanced Services Fund	0.464%
– Federal Cost Recovery Fee (TRS/Telecom Provider)	1.85%

[1] Applied to unpaid balances of \$13.01 or more, 15 days after end of billing period.

[2] A Payment Convenience Fee may apply when a customer engages a Company employee or uses an Interactive Voice Response (IVR) System to complete a billing transaction.

[3] Fee applies for unreturned or customer-damaged equipment. Replacement equipment is Comcast (and not customer) owned. Actual charge is a function of equipment in use and, in some cases, may be less than charge shown.

[4] Offer subject to product availability. Price shown does not include shipping and handling (where applicable). Contact Comcast for additional information.

[5] In calculating the Federal USF Universal Connectivity Charge, the Company uses a percentage equal to the FCC's current USF carrier contribution percentage.



**COMCAST XFINITY<sup>®</sup> VOICE SERVICE**  
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**BAY AREA, CALIFORNIA**  
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*To modify/change this document contact David Lloyd.*

Service is for residential customers located in Comcast serviceable areas only and is subject to availability. Multi-product discounts require continuous subscription to all specified Comcast products. Pricing shown does not include federal, state or local regulatory fees, taxes or surcharges. Service is subject to the Comcast Residential Subscriber Agreement and other applicable terms and conditions. Prices shown are effective on the date specified and are subject to change. Other restrictions apply. For additional information, contact us at 1-888-COMCAST.

**MONTHLY SERVICES**

	<b>MONTHLY CHARGE</b>
<b>Xfinity Unlimited<sup>TM</sup> [1]</b>	
• Comcast Unlimited with Comcast High-Speed Internet <i>and</i> Comcast Cable services	\$39.95
• Comcast Unlimited with Comcast High-Speed Internet <i>or</i> Comcast Cable services	44.95
• Comcast Unlimited only	44.95
• Additional Premium Line (with Calling Features)	21.95
• Additional Basic Line (without Calling Features)	11.95
<b>Local with More<sup>®</sup> [2]</b>	
• Local with More with Comcast Internet <i>and/or</i> Comcast Video Services	\$24.95
• Local with More only	34.95
• Enhanced Voice Mail	3.95
• Additional Premium Line (with Calling Features and Voice Mail)	21.95
• Additional Basic Line (without Calling Features and Voice Mail)	11.95

[1] Includes unlimited nationwide direct-dial calling from your home including calls to Puerto Rico, US Virgin Islands, Guam, Saipan/N. Mariana Islands, Canada, and American Samoa. The following calling features are also included: 3-way Calling, Anonymous Call Rejection, Call Forwarding Selective, Call Forwarding Variable, Call Return, Call Screening, Call Waiting, Caller ID, Caller ID Per-Call or Per-Line Blocking, Caller ID with Call Waiting, Repeat Dialing, Speed Dial 8, Enhanced Voice Mail and other enhanced features. Prices shown are for the Voice component only.

[2] Includes unlimited direct-dialed local calling from your home. (For information regarding your Local Calling Area, call 1-888-COMCAST.) The following calling features are also included: 3-way Calling, Anonymous Call Rejection, Call Forwarding Selective, Call Forwarding Variable, Call Return, Call Screening, Call Waiting, Caller ID, Caller ID Per-Call or Per-Line Blocking, Caller ID with Call Waiting, Repeat Dialing, Speed Dial 8 and other enhanced features. Prices shown are for the Voice component only. Usage charges apply for calls to (and calls forwarded to) non-local terminating numbers.

**COMCAST XFINITY<sup>®</sup> VOICE SERVICE**  
**RESIDENTIAL PRICING LIST (EFFECTIVE: AUGUST 01, 2014)**  
**BAY AREA, CALIFORNIA**  
 VERSION 73

**MONTHLY SERVICES – (CONT'D)**

**MONTHLY CHARGE**

**Optional Services**

• Call Trace, per call	No Charge
• Domestic Toll Restriction	No Charge
• International Toll Restriction	No Charge
• Prohibit Bill to Third Party	No Charge
• Prohibit Collect Calls	No Charge
• Speed Dial 30	No Charge
• Text Messaging, Xfinity Unlimited – per line <sup>[1]</sup>	No Charge
• Text Messaging, Local with More – per line <sup>[1]</sup>	No Charge

**Directory Listing Services**

• Standard Directory Listing <sup>[2]</sup>	No Charge
• Non-published Directory Service, per line	\$1.50
• Non-listed Directory Service, per line	1.25 <sup>[3]</sup>
• Computer/Fax Line Directory Exclusion, per line	No Charge <sup>[4]</sup>
• Additional Listing, per line	Note <sup>[5]</sup>

**Modem Lease Fee, up to a maximum of:**

• 2-line Modem	\$8.00
• 4-line Modem	8.00

- [1] Includes daily allowance of 250 messages. Contact Comcast at [www.xfinity.com/textmessaging](http://www.xfinity.com/textmessaging) for text area description and additional information.
- [2] The Standard Directory Listing will be made available at [ecolisting.com](http://ecolisting.com) and through the Comcast directory assistance operator. The Company is unable to guarantee inclusion (or the accuracy of information) in databases/directories controlled by other information providers.
- [3] This service is grandfathered to existing service arrangements at existing locations for Customers of record as of 4-26-10.
- [4] This service is grandfathered to existing service arrangements at existing locations for Customers of record as of 1-06-10.
- [5] Service is not currently available.

**COMCAST XFINITY<sup>®</sup> VOICE SERVICE**  
**RESIDENTIAL PRICING LIST (EFFECTIVE: AUGUST 01, 2014)**  
**BAY AREA, CALIFORNIA**  
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**TRANSACTIONAL CHARGES**

**Directory Assistance Services**

• Domestic Directory Assistance <sup>[1,2]</sup>	
– Standard Directory Assistance	\$2.49/call
– Enhanced Directory Assistance	2.49/call
– Directory Assistance with Call Completion <sup>[3]</sup>	2.99/call
• International Directory Assistance <sup>[4]</sup>	4.99/call
• International Call Completion	Note <sup>[5]</sup>

**Domestic Operator Services**

• Operator Surcharge <sup>[2,6]</sup>	\$2.49/call
• Busy Line Verify	Note <sup>[5]</sup>
• Busy Line Interrupt (includes busy line verify)	Note <sup>[5]</sup>

**International Operator Services**

• Operator Surcharge <sup>[6]</sup>	\$4.99/call
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**Domestic Long Distance Usage Charges**

• Direct-Dialed Domestic Long Distance <sup>[7]</sup>	Included
• Local with More Direct-Dialed Domestic Long Distance (includes DA Call Completion) <sup>[8]</sup>	\$0.05/min.
• Operator-Assisted Domestic Long Distance	\$0.12/min.

**International Long Distance Usage Charges**

(Rating information for direct-dialed and operator-assisted International calling is detailed in the Pricing Lists for those services.)

[1] Limit 3 number requests per call.

[2] Registered users with qualifying disabilities may be eligible for waived or discounted charges for calls originating from their home that utilize Domestic Directory Assistance, Domestic Call Completion, or Operator Services for Domestic Station-to-Station Sent-Paid calls.

[3] Usage rates apply to non-local DA Call Completion for Local with More subscribers.

[4] Limit 1 number request per call.

[5] Service is not currently available.

[6] Usage rate applies in addition to specified surcharge.

[7] Included Domestic Long Distance applies to Xfinity Unlimited service subscribers only.

[8] Domestic Long Distance includes non-local calls to 50 United States, D.C. Puerto Rico, US Virgin Islands, Guam, Saipan, N. Mariana Islands and American Samoa. Rate shown also applies to calls to Canada. Partial minutes are rounded up to the next whole minute.

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**RESIDENTIAL PRICING LIST (EFFECTIVE: AUGUST 01, 2014)**  
**BAY AREA, CALIFORNIA**  
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**INSTALLATION/REPAIR/CHANGE CHARGES**

	<b>CHARGE</b>
<b>Installation</b>	
• Standard Service Installation <sup>[1]</sup> , per event	Note <sup>[2]</sup>
• Service Activation <sup>[3]</sup> , per event	\$29.95
• Self Install Kit	15.00
• Reactivation Fee, per event	6.00
• Non-published Directory Service, per event	9.25
• Additional Listing Directory Service, per event	Note <sup>[4]</sup>
<b>Repair</b>	
• Service Charge – per technician, per hour	\$31.00
• In-Home Repair – (trouble call)	50.00
• Jack Charge (for new jacks), per jack	25.00
• Jack Change Charge, per jack	20.00
<b>Change Charges</b>	
• Telephone Number Change	\$20.00
• Feature Change	1.99
• Directory Listing Change	9.25
• Change of Billing Responsibility	No Charge
• Number Referral Service, (30 days)	No Charge
– Extended Referral (additional 30 days)	Note <sup>[4]</sup>

[1] “Service Installation” includes premises-related field activities: dispatching a technical as well as time and materials for physical installation.

[2] Contact Comcast for rate information.

[3] “Service Activation” includes back-office activities associated with the establishment of an account: set-up, order processing, bill initiation, etc.

[4] Service may not be available in all areas, contact Comcast for additional information.

**COMCAST XFINITY<sup>®</sup> VOICE SERVICE**  
**RESIDENTIAL PRICING LIST (EFFECTIVE: AUGUST 01, 2014)**  
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**ADMINISTRATIVE/GENERAL**

	<b>CHARGE</b>
<b>Late Payment Fee</b> <sup>[1]</sup>	\$4.75
<b>Payment Convenience Fee, up to</b> <sup>[2]</sup>	\$5.99
<b>Returned Check Fee</b>	\$25.00
<b>Unreturned Equipment Fees</b> <sup>[3]</sup>	
• 2-Line Modem (DOCSIS 2.0), up to	\$ 70.00
• 2-Line Modem (DOCSIS 3.0), up to	90.00
• 4-Line Modem, up to	100.00
• ACG Base (including Data Card), up to	130.00
• Xfinity Voice Wireless Gateway, up to	100.00
<b>Equipment Purchase Pricing</b> <sup>[4]</sup>	
• 2-Line Modem (DOCSIS 3.0)	\$ 149.00
• 2-Line Modem (DOCSIS 2.0)	99.00
<b>Service Protection Plan</b>	\$ 2.99/mo.
<b>Federal Universal Service Fund (USF)</b>	
– Universal Connectivity Charge	Note <sup>[5]</sup>

**Regulatory Recovery Fee**

The Regulatory Recovery Fee (RRF) is a Comcast service charge imposed on voice services to recover Comcast's contributions for federal, state and municipal regulatory programs and assessments, including, without limitation, universal service. The RRF is neither government mandated nor a tax or fee imposed on you by the government, but is an amount that Comcast retains. The aggregated fee may vary based on service usage patterns and program surcharge rates, and may change over time.

– State Universal Service Fund (USF)	1.15%
– State Telecom Relay Service	0.059%
– City Utility User's Tax, up to a maximum of	11.00%
– County Utility User's Tax, up to a maximum of	5.50%
– State PUC recovery fee	0.18%
– State Hearing Impaired Fund	0.20%
– High Cost Fund - A	0.18%
– High Cost Fund - B	0.00%
– CA Advanced Services Fund	0.464%
– Federal Cost Recovery Fee (TRS/Telecom Provider)	1.85%

[1] Applied to unpaid balances of \$13.01 or more, 15 days after end of billing period.

[2] A Payment Convenience Fee may apply when a customer engages a Company employee or uses an Interactive Voice Response (IVR) System to complete a billing transaction.

[3] Fee applies for unreturned or customer-damaged equipment. Replacement equipment is Comcast (and not customer) owned. Actual charge is a function of equipment in use and, in some cases, may be less than charge shown.

[4] Offer subject to product availability. Price shown does not include shipping and handling (where applicable). Contact Comcast for additional information.

[5] In calculating the Federal USF Universal Connectivity Charge, the Company uses a percentage equal to the FCC's current USF carrier contribution percentage.

## **Exhibit SMB-16**

**Q-1:28. Please identify all voice services offered by your company:**

- a. Product/service name**
- b. Description (include if your voice service is VoIP)**
- c. Is the product/service offered as a stand-alone service?**
- d. Price**
- e. Terms and Conditions**
- f. Total number of subscribers for each product/service offered**

Response:

Comcast's Business Voice Services

In response to subparts (a), (b), (d) and (f) above, please see Response to Q-1:21 with respect to Comcast's voice services marketed as being well-suited for small businesses, Confidential Exhibit ORA/Comcast R:1-21.1 for descriptions of Comcast's business voice services, and the pricing lists for Comcast's business voice services attached hereto as Exhibit ORA/Comcast R:1-21.2.

In response to subpart (c) above, yes, Comcast's business voice services are offered as stand-alone services.

In response to subpart (e) above for Comcast's business voice services, please see Response Q-1:21 with respect to Comcast's voice services marketed as being well-suited for small businesses. The Terms and Conditions for Comcast's other business voice services are available at: <http://business.comcast.com/terms-conditions-ent> (last visited September 10, 2014).

Comcast's Residential Voice Services

In response to subparts (a), (b), and (d) above, please see the pricing lists for Comcast's XFINITY Voice Unlimited and XFINITY Voice Local with More services, attached hereto as Exhibit ORA/Comcast R:1-28.

In further response to subpart (b), yes, Comcast's residential voice services are VoIP services.

In response to subpart (c) above, yes, Comcast offers both the XFINITY Voice Unlimited and XFINITY Voice Local with More services as stand-alone services.

In response to subpart (e) above:

- Comcast's Agreement for Residential Services, including the terms and conditions for Comcast's residential voice services, is available for review at <http://www.comcast.com/Corporate/Customers/Policies/SubscriberAgreement.html> (last visited Sept. 4, 2014).

- Comcast's Acceptable Use Policy for its residential voice services is available for review at <http://www.comcast.com/Corporate/Customers/Policies/VoiceServices.html> (last visited Sept. 4, 2014).

In response to subpart (f) above, total subscribers by service in California:

- **XFINITY Voice Unlimited:** [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL]
- **XFINITY Voice Local with More:** [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL]

Sponsors:

Patti Loyack, Vice President, Broadband Voice

Kevin O'Toole, Senior Vice President and General Manager, New Business Solutions



**Comcast Corporation Response to  
First Set of Discovery Requests from the Office of Ratepayer Advocates**

**EXHIBIT ORA/COMCAST R-1:28**

**COMCAST XFINITY<sup>®</sup> VOICE SERVICE**  
**RESIDENTIAL PRICING LIST (EFFECTIVE: AUGUST 01, 2014)**  
**CENTRAL CALIFORNIA**  
VERSION 65

*To modify/change this document contact David Lloyd.*

Service is for residential customers located in Comcast serviceable areas only and is subject to availability. Multi-product discounts require continuous subscription to all specified Comcast products. Pricing shown does not include federal, state or local regulatory fees, taxes or surcharges. Service is subject to the Comcast Residential Subscriber Agreement and other applicable terms and conditions. Prices shown are effective on the date specified and are subject to change. Other restrictions apply. For additional information, contact us at 1-888-COMCAST.

**MONTHLY SERVICES**

	<b>MONTHLY CHARGE</b>
<b>Xfinity Unlimited<sup>TM</sup> [1]</b>	
• Comcast Unlimited with Comcast High-Speed Internet <i>and</i> Comcast Cable services	\$39.95
• Comcast Unlimited with Comcast High-Speed Internet <i>or</i> Comcast Cable services	44.95
• Comcast Unlimited only	44.95
• Additional Premium Line (with Calling Features)	21.95
• Additional Basic Line (without Calling Features)	11.95
<b>Local with More<sup>®</sup> [2]</b>	
• Local with More with Comcast Internet <i>and/or</i> Comcast Video Services	\$24.95
• Local with More only	34.95
• Enhanced Voice Mail	3.95
• Additional Premium Line (with Calling Features and Voice Mail)	21.95
• Additional Basic Line (without Calling Features and Voice Mail)	11.95

[1] Includes unlimited nationwide direct-dial calling from your home including calls to Puerto Rico, US Virgin Islands, Guam, Saipan/N. Mariana Islands, Canada, and American Samoa. The following calling features are also included: 3-way Calling, Anonymous Call Rejection, Call Forwarding Selective, Call Forwarding Variable, Call Return, Call Screening, Call Waiting, Caller ID, Caller ID Per-Call or Per-Line Blocking, Caller ID with Call Waiting, Repeat Dialing, Speed Dial 8, Enhanced Voice Mail and other enhanced features. Prices shown are for the Voice component only.

[2] Includes unlimited direct-dialed local calling from your home. (For information regarding your Local Calling Area, call 1-888-COMCAST.) The following calling features are also included: 3-way Calling, Anonymous Call Rejection, Call Forwarding Selective, Call Forwarding Variable, Call Return, Call Screening, Call Waiting, Caller ID, Caller ID Per-Call or Per-Line Blocking, Caller ID with Call Waiting, Repeat Dialing, Speed Dial 8 and other enhanced features. Prices shown are for the Voice component only. Usage charges apply for calls to (and calls forwarded to) non-local terminating numbers.

**COMCAST XFINITY® VOICE SERVICE**  
**RESIDENTIAL PRICING LIST (EFFECTIVE: AUGUST 01, 2014)**  
**CENTRAL CALIFORNIA**  
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**MONTHLY SERVICES – (CONT'D)**

**MONTHLY CHARGE**

**Optional Services**

• Call Trace, per call	No Charge
• Domestic Toll Restriction	No Charge
• International Toll Restriction	No Charge
• Prohibit Bill to Third Party	No Charge
• Prohibit Collect Calls	No Charge
• Speed Dial 30	No Charge
• Text Messaging, Xfinity Unlimited – per line <sup>[1]</sup>	No Charge
• Text Messaging, Local with More – per line <sup>[1]</sup>	No Charge

**Directory Listing Services**

• Standard Directory Listing <sup>[2]</sup>	No Charge
• Non-published Directory Service, per line	\$1.50
• Non-listed Directory Service, per line	1.25 <sup>[3]</sup>
• Computer/Fax Line Directory Exclusion, per line	No Charge <sup>[4]</sup>
• Additional Listing, per line	Note <sup>[5]</sup>

**Modem Lease Fee, up to a maximum of:**

• 2-line Modem	\$8.00
• 4-line Modem	8.00

- [1] Includes daily allowance of 250 messages. Contact Comcast at [www.xfinity.com/textmessaging](http://www.xfinity.com/textmessaging) for text area description and additional information.
- [2] The Standard Directory Listing will be made available at [ecolisting.com](http://ecolisting.com) and through the Comcast directory assistance operator. The Company is unable to guarantee inclusion (or the accuracy of information) in databases/directories controlled by other information providers.
- [3] This service is grandfathered to existing service arrangements at existing locations for Customers of record as of 4-26-10.
- [4] This service is grandfathered to existing service arrangements at existing locations for Customers of record as of 1-06-10.
- [5] Service is not currently available.

**COMCAST XFINITY<sup>®</sup> VOICE SERVICE**  
**RESIDENTIAL PRICING LIST (EFFECTIVE: AUGUST 01, 2014)**  
**CENTRAL CALIFORNIA**  
 VERSION 65

**TRANSACTIONAL CHARGES**

**Directory Assistance Services**

• Domestic Directory Assistance <sup>[1,2]</sup>	
– Standard Directory Assistance	\$2.49/call
– Enhanced Directory Assistance	2.49/call
– Directory Assistance with Call Completion <sup>[3]</sup>	2.99/call
• International Directory Assistance <sup>[4]</sup>	4.99/call
• International Call Completion	Note <sup>[5]</sup>

**Domestic Operator Services**

• Operator Surcharge <sup>[2,6]</sup>	\$2.49/call
• Busy Line Verify	Note <sup>[5]</sup>
• Busy Line Interrupt (includes busy line verify)	Note <sup>[5]</sup>

**International Operator Services**

• Operator Surcharge <sup>[6]</sup>	\$4.99/call
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**Domestic Long Distance Usage Charges**

• Direct-Dialed Domestic Long Distance <sup>[7]</sup>	Included
• Local with More Direct-Dialed Domestic Long Distance (includes DA Call Completion) <sup>[8]</sup>	\$0.05/min.
• Operator-Assisted Domestic Long Distance	\$0.12/min.

**International Long Distance Usage Charges**

(Rating information for direct-dialed and operator-assisted International calling is detailed in the Pricing Lists for those services.)

[1] Limit 3 number requests per call.

[2] Registered users with qualifying disabilities may be eligible for waived or discounted charges for calls originating from their home that utilize Domestic Directory Assistance, Domestic Call Completion, or Operator Services for Domestic Station-to-Station Sent-Paid calls.

[3] Usage rates apply to non-local DA Call Completion for Local with More subscribers.

[4] Limit 1 number request per call.

[5] Service is not currently available.

[6] Usage rate applies in addition to specified surcharge.

[7] Included Domestic Long Distance applies to Xfinity Unlimited service subscribers only.

[8] Domestic Long Distance includes non-local calls to 50 United States, D.C. Puerto Rico, US Virgin Islands, Guam, Saipan, N. Mariana Islands and American Samoa. Rate shown also applies to calls to Canada. Partial minutes are rounded up to the next whole minute.

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**RESIDENTIAL PRICING LIST (EFFECTIVE: AUGUST 01, 2014)**  
**CENTRAL CALIFORNIA**  
 VERSION 65

**INSTALLATION/REPAIR/CHANGE CHARGES**

	<b>CHARGE</b>
<b>Installation</b>	
• Standard Service Installation <sup>[1]</sup> , per event	Note <sup>[2]</sup>
• Service Activation <sup>[3]</sup> , per event	\$29.95
• Self Install Kit	15.00
• Reactivation Fee, per event	6.00
• Non-published Directory Service, per event	9.25
• Additional Listing Directory Service, per event	Note <sup>[4]</sup>
<b>Repair</b>	
• Service Charge – per technician, per hour	\$31.00
• In-Home Repair – (trouble call)	50.00
• Jack Charge (for new jacks), per jack	25.00
• Jack Change Charge, per jack	20.00
<b>Change Charges</b>	
• Telephone Number Change	\$20.00
• Feature Change	1.99
• Directory Listing Change	9.25
• Change of Billing Responsibility	No Charge
• Number Referral Service, (30 days)	No Charge
– Extended Referral (additional 30 days)	Note <sup>[4]</sup>

[1] “Service Installation” includes premises-related field activities: dispatching a technical as well as time and materials for physical installation.

[2] Contact Comcast for rate information.

[3] “Service Activation” includes back-office activities associated with the establishment of an account: set-up, order processing, bill initiation, etc.

[4] Service may not be available in all areas, contact Comcast for additional information.

**COMCAST XFINITY<sup>®</sup> VOICE SERVICE**  
**RESIDENTIAL PRICING LIST (EFFECTIVE: AUGUST 01, 2014)**  
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**ADMINISTRATIVE/GENERAL**

	<b>CHARGE</b>
<b>Late Payment Fee</b> <sup>[1]</sup>	\$4.75
<b>Payment Convenience Fee, up to</b> <sup>[2]</sup>	\$5.99
<b>Returned Check Fee</b>	\$25.00
<b>Unreturned Equipment Fees</b> <sup>[3]</sup>	
• 2-Line Modem (DOCSIS 2.0), up to	\$ 70.00
• 2-Line Modem (DOCSIS 3.0), up to	90.00
• 4-Line Modem, up to	100.00
• ACG Base (including Data Card), up to	130.00
• Xfinity Voice Wireless Gateway, up to	100.00
<b>Equipment Purchase Pricing</b> <sup>[4]</sup>	
• 2-Line Modem (DOCSIS 3.0)	\$ 149.00
• 2-Line Modem (DOCSIS 2.0)	99.00
<b>Service Protection Plan</b>	\$ 2.99/mo.

**Federal Universal Service Fund (USF)**

– Universal Connectivity Charge Note <sup>[5]</sup>

**Regulatory Recovery Fee**

The Regulatory Recovery Fee (RRF) is a Comcast service charge imposed on voice services to recover Comcast's contributions for federal, state and municipal regulatory programs and assessments, including, without limitation, universal service. The RRF is neither government mandated nor a tax or fee imposed on you by the government, but is an amount that Comcast retains. The aggregated fee may vary based on service usage patterns and program surcharge rates, and may change over time.

– State Universal Service Fund (USF)	1.15%
– State Telecom Relay Service	0.059%
– City Utility User's Tax, up to a maximum of	11.00%
– County Utility User's Tax, up to a maximum of	5.50%
– State PUC recovery fee	0.18%
– State Hearing Impaired Fund	0.20%
– High Cost Fund - A	0.18%
– High Cost Fund - B	0.00%
– CA Advanced Services Fund	0.464%
– Federal Cost Recovery Fee (TRS/Telecom Provider)	1.85%

[1] Applied to unpaid balances of \$13.01 or more, 15 days after end of billing period.

[2] A Payment Convenience Fee may apply when a customer engages a Company employee or uses an Interactive Voice Response (IVR) System to complete a billing transaction.

[3] Fee applies for unreturned or customer-damaged equipment. Replacement equipment is Comcast (and not customer) owned. Actual charge is a function of equipment in use and, in some cases, may be less than charge shown.

[4] Offer subject to product availability. Price shown does not include shipping and handling (where applicable). Contact Comcast for additional information.

[5] In calculating the Federal USF Universal Connectivity Charge, the Company uses a percentage equal to the FCC's current USF carrier contribution percentage.

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**RESIDENTIAL PRICING LIST (EFFECTIVE: AUGUST 01, 2014)**  
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*To modify/change this document contact David Lloyd.*

Service is for residential customers located in Comcast serviceable areas only and is subject to availability. Multi-product discounts require continuous subscription to all specified Comcast products. Pricing shown does not include federal, state or local regulatory fees, taxes or surcharges. Service is subject to the Comcast Residential Subscriber Agreement and other applicable terms and conditions. Prices shown are effective on the date specified and are subject to change. Other restrictions apply. For additional information, contact us at 1-888-COMCAST.

**MONTHLY SERVICES**

	<b>MONTHLY CHARGE</b>
<b>Xfinity Unlimited<sup>TM</sup> [1]</b>	
• Comcast Unlimited with Comcast High-Speed Internet <i>and</i> Comcast Cable services	\$39.95
• Comcast Unlimited with Comcast High-Speed Internet <i>or</i> Comcast Cable services	44.95
• Comcast Unlimited only	44.95
• Additional Premium Line (with Calling Features)	21.95
• Additional Basic Line (without Calling Features)	11.95
<b>Local with More<sup>®</sup> [2]</b>	
• Local with More with Comcast Internet <i>and/or</i> Comcast Video Services	\$24.95
• Local with More only	34.95
• Enhanced Voice Mail	3.95
• Additional Premium Line (with Calling Features and Voice Mail)	21.95
• Additional Basic Line (without Calling Features and Voice Mail)	11.95

[1] Includes unlimited nationwide direct-dial calling from your home including calls to Puerto Rico, US Virgin Islands, Guam, Saipan/N. Mariana Islands, Canada, and American Samoa. The following calling features are also included: 3-way Calling, Anonymous Call Rejection, Call Forwarding Selective, Call Forwarding Variable, Call Return, Call Screening, Call Waiting, Caller ID, Caller ID Per-Call or Per-Line Blocking, Caller ID with Call Waiting, Repeat Dialing, Speed Dial 8, Enhanced Voice Mail and other enhanced features. Prices shown are for the Voice component only.

[2] Includes unlimited direct-dialed local calling from your home. (For information regarding your Local Calling Area, call 1-888-COMCAST.) The following calling features are also included: 3-way Calling, Anonymous Call Rejection, Call Forwarding Selective, Call Forwarding Variable, Call Return, Call Screening, Call Waiting, Caller ID, Caller ID Per-Call or Per-Line Blocking, Caller ID with Call Waiting, Repeat Dialing, Speed Dial 8 and other enhanced features. Prices shown are for the Voice component only. Usage charges apply for calls to (and calls forwarded to) non-local terminating numbers.

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**MONTHLY SERVICES – (CONT'D)**

**MONTHLY CHARGE**

**Optional Services**

• Call Trace, per call	No Charge
• Domestic Toll Restriction	No Charge
• International Toll Restriction	No Charge
• Prohibit Bill to Third Party	No Charge
• Prohibit Collect Calls	No Charge
• Speed Dial 30	No Charge
• Text Messaging, Xfinity Unlimited – per line <sup>[1]</sup>	No Charge
• Text Messaging, Local with More – per line <sup>[1]</sup>	No Charge

**Directory Listing Services**

• Standard Directory Listing <sup>[2]</sup>	No Charge
• Non-published Directory Service, per line	\$1.50
• Non-listed Directory Service, per line	1.25 <sup>[3]</sup>
• Computer/Fax Line Directory Exclusion, per line	No Charge <sup>[4]</sup>
• Additional Listing, per line	Note <sup>[5]</sup>

**Modem Lease Fee, up to a maximum of:**

• 2-line Modem	\$8.00
• 4-line Modem	8.00

- [1] Includes daily allowance of 250 messages. Contact Comcast at [www.xfinity.com/textmessaging](http://www.xfinity.com/textmessaging) for text area description and additional information.
- [2] The Standard Directory Listing will be made available at [ecolisting.com](http://ecolisting.com) and through the Comcast directory assistance operator. The Company is unable to guarantee inclusion (or the accuracy of information) in databases/directories controlled by other information providers.
- [3] This service is grandfathered to existing service arrangements at existing locations for Customers of record as of 4-26-10.
- [4] This service is grandfathered to existing service arrangements at existing locations for Customers of record as of 1-06-10.
- [5] Service is not currently available.



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**TRANSACTIONAL CHARGES**

**Directory Assistance Services**

• Domestic Directory Assistance <sup>[1,2]</sup>	
– Standard Directory Assistance	\$2.49/call
– Enhanced Directory Assistance	2.49/call
– Directory Assistance with Call Completion <sup>[3]</sup>	2.99/call
• International Directory Assistance <sup>[4]</sup>	4.99/call
• International Call Completion	Note <sup>[5]</sup>

**Domestic Operator Services**

• Operator Surcharge <sup>[2,6]</sup>	\$2.49/call
• Busy Line Verify	Note <sup>[5]</sup>
• Busy Line Interrupt (includes busy line verify)	Note <sup>[5]</sup>

**International Operator Services**

• Operator Surcharge <sup>[6]</sup>	\$4.99/call
-------------------------------------	-------------

**Domestic Long Distance Usage Charges**

• Direct-Dialed Domestic Long Distance <sup>[7]</sup>	Included
• Local with More Direct-Dialed Domestic Long Distance (includes DA Call Completion) <sup>[8]</sup>	\$0.05/min.
• Operator-Assisted Domestic Long Distance	\$0.12/min.

**International Long Distance Usage Charges**

(Rating information for direct-dialed and operator-assisted International calling is detailed in the Pricing Lists for those services.)

[1] Limit 3 number requests per call.

[2] Registered users with qualifying disabilities may be eligible for waived or discounted charges for calls originating from their home that utilize Domestic Directory Assistance, Domestic Call Completion, or Operator Services for Domestic Station-to-Station Sent-Paid calls.

[3] Usage rates apply to non-local DA Call Completion for Local with More subscribers.

[4] Limit 1 number request per call.

[5] Service is not currently available.

[6] Usage rate applies in addition to specified surcharge.

[7] Included Domestic Long Distance applies to Xfinity Unlimited service subscribers only.

[8] Domestic Long Distance includes non-local calls to 50 United States, D.C. Puerto Rico, US Virgin Islands, Guam, Saipan, N. Mariana Islands and American Samoa. Rate shown also applies to calls to Canada. Partial minutes are rounded up to the next whole minute.

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**INSTALLATION/REPAIR/CHANGE CHARGES**

	<b>CHARGE</b>
<b>Installation</b>	
• Standard Service Installation <sup>[1]</sup> , per event	Note <sup>[2]</sup>
• Service Activation <sup>[3]</sup> , per event	\$29.95
• Self Install Kit	15.00
• Reactivation Fee, per event	6.00
• Non-published Directory Service, per event	9.25
• Additional Listing Directory Service, per event	Note <sup>[4]</sup>
<b>Repair</b>	
• Service Charge – per technician, per hour	\$31.00
• In-Home Repair – (trouble call)	50.00
• Jack Charge (for new jacks), per jack	25.00
• Jack Change Charge, per jack	20.00
<b>Change Charges</b>	
• Telephone Number Change	\$20.00
• Feature Change	1.99
• Directory Listing Change	9.25
• Change of Billing Responsibility	No Charge
• Number Referral Service, (30 days)	No Charge
– Extended Referral (additional 30 days)	Note <sup>[4]</sup>

[1] “Service Installation” includes premises-related field activities: dispatching a technical as well as time and materials for physical installation.

[2] Contact Comcast for rate information.

[3] “Service Activation” includes back-office activities associated with the establishment of an account: set-up, order processing, bill initiation, etc.

[4] Service may not be available in all areas, contact Comcast for additional information.

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**ADMINISTRATIVE/GENERAL**

	<b>CHARGE</b>
<b>Late Payment Fee</b> <sup>[1]</sup>	\$4.75
<b>Payment Convenience Fee, up to</b> <sup>[2]</sup>	\$5.99
<b>Returned Check Fee</b>	\$25.00
<b>Unreturned Equipment Fees</b> <sup>[3]</sup>	
• 2-Line Modem (DOCSIS 2.0), up to	\$ 70.00
• 2-Line Modem (DOCSIS 3.0), up to	90.00
• 4-Line Modem, up to	100.00
• ACG Base (including Data Card), up to	130.00
• Xfinity Voice Wireless Gateway, up to	100.00
<b>Equipment Purchase Pricing</b> <sup>[4]</sup>	
• 2-Line Modem (DOCSIS 3.0)	\$ 149.00
• 2-Line Modem (DOCSIS 2.0)	99.00
<b>Service Protection Plan</b>	\$ 2.99/mo.
<b>Federal Universal Service Fund (USF)</b>	
– Universal Connectivity Charge	Note <sup>[5]</sup>

**Regulatory Recovery Fee**

The Regulatory Recovery Fee (RRF) is a Comcast service charge imposed on voice services to recover Comcast's contributions for federal, state and municipal regulatory programs and assessments, including, without limitation, universal service. The RRF is neither government mandated nor a tax or fee imposed on you by the government, but is an amount that Comcast retains. The aggregated fee may vary based on service usage patterns and program surcharge rates, and may change over time.

– State Universal Service Fund (USF)	1.15%
– State Telecom Relay Service	0.059%
– City Utility User's Tax, up to a maximum of	11.00%
– County Utility User's Tax, up to a maximum of	5.50%
– State PUC recovery fee	0.18%
– State Hearing Impaired Fund	0.20%
– High Cost Fund - A	0.18%
– High Cost Fund - B	0.00%
– CA Advanced Services Fund	0.464%
– Federal Cost Recovery Fee (TRS/Telecom Provider)	1.85%

[1] Applied to unpaid balances of \$13.01 or more, 15 days after end of billing period.

[2] A Payment Convenience Fee may apply when a customer engages a Company employee or uses an Interactive Voice Response (IVR) System to complete a billing transaction.

[3] Fee applies for unreturned or customer-damaged equipment. Replacement equipment is Comcast (and not customer) owned. Actual charge is a function of equipment in use and, in some cases, may be less than charge shown.

[4] Offer subject to product availability. Price shown does not include shipping and handling (where applicable). Contact Comcast for additional information.

[5] In calculating the Federal USF Universal Connectivity Charge, the Company uses a percentage equal to the FCC's current USF carrier contribution percentage.

## **Redacted Confidential Exhibit SMB-17**

**A.14-04-013 / A.14-06-012  
Response of Time Warner Cable**

**Data Request No. ORA-A.14-04-013.PHH001**

**To: Office of Ratepayer Advocates  
Prepared By: Pam Murrin; Monique Crawford; Christine Dzujna  
Titles: Corporate Group Vice President, Marketing, Analytics & In Marketing;  
Corporate Division Administrator, Regulatory Affairs;  
Senior Director, Compliance & Legal Affairs  
Employer: Time Warner Cable  
Date of Request: August 27, 2014**

**Question 9:**

Please provide the information requested in items (7) and (8) separately for each year over the period 2009 through and including 2014.

**Response to Question 9:**

TWC objects to this request on the grounds that the request is vague, ambiguous, unduly burdensome, and overbroad. TWC further objects on the grounds that the request seeks the production of information not in TWC's possession or control, and is not normally generated or retained by TWC, in that TWC does not retain the requested information for prior years.

Subject to the foregoing, TWC responds as follows:

See responses to Questions 7 and 8 for historical data relating to those questions. TWC does not maintain the historical data relating to Question 7 in any readily accessible format prior to Q2 2012 and cannot provide this information.

## **Redacted Confidential Exhibit SMB-18**

**Q-1:9. Please provide the information requested in items (7) and (8) separately for each year over the period 2009 through and including 2014.**

Objection:

Comcast objects to this request to the extent it seeks the production of information that is not in Comcast's possession, and is not normally generated or retained by the company, in that the company does not retain the request information for prior years. The company also objects on the grounds that the request seeks information that is neither relevant to the issues in this proceeding, nor reasonably calculated to lead to the discovery of relevant or admissible evidence. Further, the company also objects to this request on the grounds that the request is vague, ambiguous, unduly burdensome and overbroad.

Subject to the foregoing objections, Comcast responds as follows:

Response:

Comcast does not have a comprehensive list of the residential broadband products/services and pricing that it has offered within California from 2009 through and including 2014 that responds to all of the data points sought by Q-1:7 and Q-1:8. Attached hereto as Exhibit ORA/Comcast R:1-9 are rate cards, dated 2009 through 2013, for Comcast's services offered in Berkley, CA. Those rate cards contain a representative sample of the residential broadband products/services offered by Comcast within California during those years. The 2014 Services & Pricing Rate Card for Comcast's services offered in Berkley, CA is attached as Exhibit ORA/Comcast R:1-8.

Sponsor: Amalia O'Sullivan, Vice President, Xfinity Internet Product

## **Exhibit SMB-19**



**Q-1:56. What is the current participation level of residential customers in Lifeline in California with respect to services offered by Comcast?**

Response:

Comcast does not provide Lifeline services in California at this time.

Sponsor: Patti Loyack, Vice President, Broadband Voice

## **Exhibit SMB-20**

**A.14-04-013 / A.14-06-012  
Response of Time Warner Cable**

**Data Request No. ORA-A.14-04-013.PHH001**

**To: Office of Ratepayer Advocates  
Prepared By: Jeff Lindsay  
Title: Group Vice President & GM, Digital Phone  
Employer: Time Warner Cable  
Date of Request: August 27, 2014**

**Question 56:**

What is the current participation level of residential customers in Lifeline in California with respect to services offered by Time Warner Cable?

**Response to Question 56:**

Currently Time Warner Cable does not offer Lifeline service and therefore has no subscribers in this category.

## **Exhibit SMB-21**



Comcast Corporation  
300 New Jersey Avenue, NW  
Suite 700  
Washington, DC 20001  
202.379.7121

**REDACTED – FOR PUBLIC INSPECTION**

October 23, 2014

**VIA ELECTRONIC FILING**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, D.C. 20544

**Re:   *Applications of Comcast Corporation, Time Warner Cable Inc.,  
Charter Communications, Inc., and SpinCo for Consent to Assign or Transfer  
Control of Licenses and Authorizations, MB Docket No. 14-57***  
**REDACTED – FOR PUBLIC INSPECTION**

Dear Ms. Dortch:

Comcast Corporation (“Comcast”) hereby submits its final narrative answers and exhibits responsive to the Commission’s August 21, 2014 Information and Data Request (the “Request”).<sup>1</sup> These answers and exhibits provide revised and supplemental information responsive to certain Requests pursuant to the Media Bureau’s October 3, 2014 Public Notice,<sup>2</sup> as clarified by subsequent discussions between representatives of Comcast and the Commission.<sup>3</sup> Specifically, Commission staff requested additional information regarding the following Requests:

- **Request 2(h)** – Staff requested that Comcast provide internal estimates of facilities-based overbuilder overlap going back to 2009 and requested reports or documents with overbuilder estimates where available. Comcast has provided the requested information to supplement its initial responses.

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<sup>1</sup> See Letter from William T. Lake, Chief, Media Bureau, to Kathryn A. Zachem, Comcast Corporation, MB Docket No. 14-57 (Aug. 21, 2014).

<sup>2</sup> See Commission Announces Extension of Time to File Replies to Responses and Oppositions for its Review of Applications of Comcast Corporation, Time Warner Cable Inc., Charter Communications, Inc., and SpinCo to Assign and Transfer Control of FCC Licenses and Other Authorizations, Public Notice, MB Docket No. 14-57, DA 14-1446, at 2 n.7 (Oct. 3, 2014).

<sup>3</sup> See Letter from Kathryn A. Zachem, Comcast Corporation, to Marlene H. Dortch, Secretary, FCC, MB Docket No. 14-57 (Oct. 14, 2014); Letter from Kathryn A. Zachem, Comcast Corporation, to Marlene H. Dortch, Secretary, FCC, MB Docket No. 14-57 (Oct. 9, 2014).

COMCAST\_ORA\_0001772

**REDACTED – FOR PUBLIC INSPECTION**

Ms. Marlene H. Dortch  
October 23, 2014  
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- **Request 12** – Staff requested that Comcast confirm that its initial responses reflected Comcast’s own perspective and not that of the other applicants in this proceeding. Staff further requested that Comcast provide various additional information about actual and potential competitors for each of the relevant services. Comcast has provided a revised response to this Request in place of its initial response.
- **Request 13** – Staff requested that Comcast confirm that its initial responses reflected Comcast’s own perspective and not that of the other applicants in this proceeding. Staff further requested that Comcast identify all requirements for entry into the provision of each relevant service and an estimate of the time required to meet each requirement. Comcast has provided a revised response to this Request in place of its initial response.
- **Request 15** – Staff requested that Comcast confirm that its initial responses reflected Comcast’s own perspective and not that of the other applicants in this proceeding. Comcast has supplemented its initial response with the requested confirmation.
- **Request 19** – Staff requested that Comcast provide or indicate the location within Comcast’s initial responses of certain annual data. Comcast has supplemented its initial response with the requested information.
- **Request 51** – Staff requested that Comcast provide lists of conditions from the Comcast-NBCUniversal transaction that will and will not apply to the systems acquired by Comcast in this transaction, subject to the need for further clarification by the Commission. Comcast has provided a revised response to this Request in place of its initial response.
- **Request 52** – Staff requested that Comcast indicate the conditions listed in response to Request 51 that have become a part of Comcast’s “core” business ethics and operations. Comcast has supplemented its initial response with the requested information.
- **Request 59** – Staff requested supplemental information regarding Comcast’s usage based billing trials, including the costs and benefits of this program and its effects on customer behavior. Comcast has supplemented its initial response with the requested information.
- **Request 68** – Staff requested that Comcast provide a more complete description of the contractual terms offered for its CDN service. Comcast has supplemented its initial response with the requested information.
- **Request 75** – Staff requested that Comcast provide, to the extent possible, a measurement of how much traffic in a given DMA comes from a particular IP point of presence; staff acknowledged that such measurement may be impossible due to the nature of how the Internet works, but asked for confirmation. Comcast has supplemented its initial response with the requested information.
- **Request 80** – Staff requested that Comcast provide a timeline for when transaction-related efficiencies, savings, new or improved products, and synergies will be generated and realized by Comcast. Comcast has supplemented its initial response with the requested information.

COMCAST\_ORA\_0001773

**REDACTED – FOR PUBLIC INSPECTION**

Ms. Marlene H. Dortch  
October 23, 2014  
Page 3

- **Request 84(a)** – Staff requested that Comcast provide more specifics regarding the timetable for actions necessary to finalize various financial transactions related to the Time Warner Cable merger. Comcast has supplemented its initial response with the requested information.
- **Request 86** – Staff requested that Comcast confirm that no additional economic analyses exist beyond what Comcast has previously provided. Comcast has supplemented its initial response with the requested information.
- **Request 88(b)** – Staff requested that Comcast provide or indicate the location within Comcast’s initial responses of the referenced attachments. Comcast has supplemented its initial response with the requested information.
- **Request 89** – Staff requested various formatting revisions to and explanations of spreadsheet exhibits previously provided, and confirmation that all available data has been submitted. Comcast has provided revised versions of exhibits submitted with Comcast’s initial responses and has supplemented its initial response with additional information.

Comcast also provides herewith clarifications and additional information with respect to Requests 4 and 8 that Commission staff separately requested. With the submission of this letter and the attached materials, Comcast now has addressed the Request in full.

Comcast submits herewith one copy of the redacted, public version of this filing. The {{ }} symbols denote where Highly Confidential Information has been redacted and the [[ ]] symbols denote where Confidential Information has been redacted. A Highly Confidential version of this filing, which includes additional, Highly Confidential exhibits, has been submitted to the Office of the Secretary pursuant to the terms of the Modified Joint Protective Order in effect in this proceeding.<sup>4</sup> The Confidential and Highly Confidential versions of this filing will be made available for inspection pursuant to the terms of the Modified Joint Protective Order.

If you have any questions or require further information, please do not hesitate to contact me.

Respectfully submitted,

/s/ Kathryn A. Zachem

Senior Vice President,  
Regulatory and State Legislative Affairs  
Comcast Corporation

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<sup>4</sup> *Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations*, Modified Joint Protective Order, MB Docket No. 14-57, DA 14-1464 (Oct. 7, 2014) (“Modified Joint Protective Order”); *see also Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations*, Order, MB Docket No. 14-57, DA 14-1463, ¶¶ 11-12 (Oct. 7, 2014).

86. **Produce all vertical foreclosure analysis, or other vertical competitive effects analysis, econometric modeling, or similar analyses, including those regarding market concentration or pricing, that have been undertaken by the Company or any consultant or expert hired by the Company to analyze the effect of the proposed TWC transaction and the proposed divestiture transactions, including all documents and data used in these analyses.**

**CLARIFYING RESPONSE:**

Comcast [[ ]] what Comcast previously provided in response to Requests 23-25 along with the backup data and documents submitted related to those responses<sup>61</sup> and the backup data and documents submitted related to the initial and reply declarations of Dr. Mark Israel and Drs. Gregory Rosston and Michael Topper in this proceeding.<sup>62</sup> Any other materials [[ ]] would have been provided in Comcast's production of responsive documents to the FCC.

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<sup>61</sup> See Letter from Kathryn A. Zachem, Comcast Corporation, to Marlene H. Dortch, Secretary, FCC, MB. Docket No. 14-57 (Sept. 18, 2014) (enclosed CD-ROM).

<sup>62</sup> See Letter from Francis M. Buono, Counsel to Comcast Corporation, to Marlene H. Dortch, Secretary, FCC, MB. Docket No. 14-57 (June 27, 2014) (enclosed CD-ROM); Letter from Francis M. Buono, Counsel to Comcast Corporation, to Marlene H. Dortch, Secretary, FCC, MB. Docket No. 14-57 (Sept. 29, 2014) (enclosed CD-ROM).



## **Exhibit SMB-22**

**Q-1:7. Please provide any research performed or relied upon by the Joint Applicants relating to effects of the proposed merger on competition in the telecommunications industry.**

Joint Respondents object to this request on the grounds that the request is vague, ambiguous and overbroad.

Subject to the foregoing objections, Joint Respondents respond as follows by describing some relevant research relied on:

The Public Interest Statement (PIS) and the economists' declarations attached thereto discuss the positive effects of the proposed merger on competition. Rather than having any negative affect on competition, competitors should be motivated to respond to the new technology and services that the combined company will bring to the marketplace. Moreover, as explained in the Application and in response to DR-1:3 above, Time Warner Cable and Comcast Corporation do not engage in direct facilities-based competition with one another in California. No customers will have fewer providers of voice, or broadband service to choose from as a result of the transaction. Joint Respondents have, in their Reply to Protests, relied upon the FCC's Local Competition Report (*see* Wireline Competition Bureau, Industry Analysis and Technology Division report on Local Telephone Competition: Status as of December 31, 2012), and have reviewed the CPUC's 2011 Market Share Analysis report. Both reports are accessible to the general public and available to NAAC via the Internet.

**Confidential Subject to Pub. Util. Code Section 583 and Non-Disclosure Agreement**

## **Exhibit SMB-23**



Robert W. Quinn, Jr.  
Senior Vice President  
Federal Regulatory and  
Chief Privacy Officer

AT&T Services, Inc.  
1120 20<sup>th</sup> St., NW, Suite 1000  
Washington, DC 20036

November 25, 2014

VIA ECFS

Marlene H. Dortch, Esq.  
Secretary  
Federal Communications Commission  
445 Twelfth Street, SW  
Washington, D.C. 20554

**Re: *Applications of AT&T Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations, MB Docket No. 14-90***  
**REDACTED – FOR PUBLIC INSPECTION**

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Dear Ms. Dortch:

AT&T Inc. (“AT&T”) hereby responds to the Commission letter dated November 14, 2014.<sup>1</sup>

When AT&T announced its acquisition of DIRECTV in May 2014, we also announced our commitment to enhance and expand high-speed broadband service to at least 15 million customer locations, mostly in rural areas, utilizing a combination of technologies such as fiber to the premises (“FTTP”) and fixed wireless local loop capabilities. “This new commitment, to be completed within four years after close, is on top of the fiber and Project VIP broadband expansion plans” that we had announced prior to the DIRECTV transaction.<sup>2</sup>

The premise of the Commission’s November 14 Letter is incorrect. AT&T is not limiting our FTTP deployment to 2 million homes. To the contrary, AT&T still plans to complete the major initiative we announced in April to expand our ultra-fast GigaPower fiber network in 25 major metropolitan areas nationwide, including 21 new major metropolitan areas.<sup>3</sup> In addition, as AT&T has described to the Commission in this proceeding,<sup>4</sup> the

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<sup>1</sup> Letter to Robert W. Quinn, Jr., Senior Vice President, AT&T Services, Inc. from Jamillia Ferris, Office of the General Counsel, Federal Communications Commission, MB Docket No. 14-90 (Nov. 14, 2014) (“November 14 Letter”).

<sup>2</sup> Press Release, AT&T, AT&T to Acquire DIRECTV (May 18, 2014), [http://about.att.com/story/att\\_to\\_acquire\\_directv.html](http://about.att.com/story/att_to_acquire_directv.html).

<sup>3</sup> Press Release, AT&T, AT&T Eyes 100 U.S. Cities and Municipalities for its Ultra-Fast Fiber Network (Apr. 21, 2014), [http://about.att.com/story/att\\_eyes\\_100\\_u\\_s\\_cities\\_and\\_municipalities\\_for\\_its\\_ultra\\_fast\\_fiber\\_network.html](http://about.att.com/story/att_eyes_100_u_s_cities_and_municipalities_for_its_ultra_fast_fiber_network.html).

synergies created by our DIRECTV transaction will allow us to extend our GigaPower service to at least 2 million additional customer locations, beyond those announced in April, within four years after close.

At the same time, President Obama's proposal in early November to regulate the entire Internet under rules from the 1930s injects significant uncertainty into the economics underlying our investment decisions. While we have reiterated that we will stand by the commitments described above, this uncertainty makes it prudent to pause consideration of any further investments – beyond those discussed above – to bring advanced broadband networks to even more customer locations, including additional upgrades of existing DSL and IPDSL lines, that might be feasible in the future under a more stable and predictable regulatory regime. To be clear, AT&T has not stated that the President's proposal would render all of these locations unprofitable. Rather, AT&T simply cannot evaluate additional investment beyond its existing commitments until the regulatory treatment of broadband service is clarified.

Accordingly, AT&T responds to Requests (a)-(c) of the Commission's November 14 Letter as follows:

- With respect to Requests (a) and (b), we refer the Commission to our response to FCC Information Request Nos. 61 and 56.n.<sup>5</sup> These responses describe the total number of customer locations to which AT&T currently plans to deploy FTTP based on pre-transaction economics, as well as the additional customer locations to which AT&T has determined it will be economically viable to reach as a result of the merger-specific cost savings and synergies described in these proceedings.
- In further response to Request (a), the attached chart provides, by DMA<sup>®6</sup> within AT&T's 21-state wireline footprint, the number of customer locations to which AT&T has deployed FTTP and Fiber-to-the-Node ("FTTN") technologies as of October 2014 and the number of additional customer locations to which AT&T currently plans to deploy FTTN.<sup>7</sup>

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Footnote continued from previous page

<sup>4</sup> Description of the Transaction, Public Interest Showing, and Related Demonstrations at 41 (filed June 11, 2014).

<sup>5</sup> See Response of AT&T Inc. to Information and Discovery Requests dated September 9, 2014, MB Docket No. 14-90, at Response Nos. 61 & 56.n (filed Oct. 7, 2014); see also Joint Opposition of AT&T Inc. and DIRECTV to Petitions to Deny and Condition Reply to Comments at 21-22 & n.62 (filed Oct. 16, 2014); Declaration of John T. Stankey, Group President and Chief Strategy Officer AT&T Inc. ¶¶ 43- 44 (filed June 11, 2014).

<sup>6</sup> DMA® is a registered trademark of The Nielsen Company. Used under license.

<sup>7</sup> **[BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]**

Footnote continued on next page

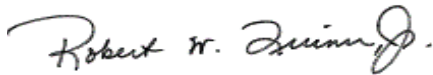
Marlene H. Dortch, Esq.  
November 25, 2014

- Because Request (c) incorrectly assumes that AT&T is limiting its deployment of fiber to 2 million homes, there are no documents responsive to Request (c).

Pursuant to the *Second Amended Modified Joint Protective Order*<sup>8</sup> and the instructions set forth in the November 14 Letter and the FCC's Information and Data Requests dated September 9, 2014 in this proceeding, AT&T is filing herewith, via ECFS, this **redacted** public version. An unredacted Stamped Highly Confidential copy of this submission is being delivered to your office. Additional copies of the unredacted submission are being delivered to the Commission staff under separate cover.

Please contact me at (202) 457-3851 if you have any questions. Thank you for your assistance.

Respectfully submitted,



---

Robert W. Quinn, Jr.  
Sr. VP-Federal Regulatory and Chief Privacy Officer

Enclosure

cc (via email): Daniel Ball  
Jim Bird  
Brendan Holland  
Vanessa Lemmé  
Christopher Sova  
Best Copy and Printing, Inc.

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**[END AT&T HIGHLY**

**CONFIDENTIAL INFORMATION]**

<sup>8</sup> *Applications of AT&T Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, Second Amended Modified Joint Protective Order, DA 14-1640 (MB rel. Nov. 12, 2014).

**AT&T FTTTP and FTTN Customer Locations<sup>1</sup>  
by Designated Market Area (“DMA<sup>®</sup>”)  
as of October 2014**

[illegible]

1 Customer locations represent the count of living units (consumer and business) to which  
AT&T is technically capable of providing service, including occupied and unoccupied locations.  
The customer location figures set forth herein reflect the consummated transfer of SNET and  
SNET America in Connecticut to Frontier Communications. With AT&T's ongoing buildout,  
the number of customer locations served by a given technology will continue to change. As  
previously described, the planned FTTN deployment will include customer locations currently  
served by various technologies, including FTTN. *See* Response of AT&T Inc. to Information  
and Discovery Requests dated September 9, 2014, MB Docket No. 14-90, at Response Nos.  
61(e) & 61(f) (filed Oct. 7, 2014).

<sup>2</sup> [BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION] [END AT&T HIGHLY CONFIDENTIAL INFORMATION]







DMA <sup>®</sup>	Customer Locations with FTTP	Customer Locations with FTTN	FTTN Deployment Planned <sup>2</sup>
TOTAL			[END AT&T HIGHLY CONFIDENTIAL INFORMATION]

<sup>3</sup> [BEGIN AT&T CONFIDENTIAL INFORMATION]

[END AT&T

CONFIDENTIAL INFORMATION]

<sup>4</sup> [BEGIN AT&T CONFIDENTIAL INFORMATION]

[END AT&T CONFIDENTIAL INFORMATION]

## **Exhibit SMB-24**



Comcast Corporation  
300 New Jersey Avenue, NW  
Suite 700  
Washington, DC 20001  
202.379.7121

**REDACTED – FOR PUBLIC INSPECTION**

October 23, 2014

**VIA ELECTRONIC FILING**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, D.C. 20544

**Re:   *Applications of Comcast Corporation, Time Warner Cable Inc.,  
Charter Communications, Inc., and SpinCo for Consent to Assign or Transfer  
Control of Licenses and Authorizations, MB Docket No. 14-57***  
**REDACTED – FOR PUBLIC INSPECTION**

Dear Ms. Dortch:

Comcast Corporation (“Comcast”) hereby submits its final narrative answers and exhibits responsive to the Commission’s August 21, 2014 Information and Data Request (the “Request”).<sup>1</sup> These answers and exhibits provide revised and supplemental information responsive to certain Requests pursuant to the Media Bureau’s October 3, 2014 Public Notice,<sup>2</sup> as clarified by subsequent discussions between representatives of Comcast and the Commission.<sup>3</sup> Specifically, Commission staff requested additional information regarding the following Requests:

- **Request 2(h)** – Staff requested that Comcast provide internal estimates of facilities-based overbuilder overlap going back to 2009 and requested reports or documents with overbuilder estimates where available. Comcast has provided the requested information to supplement its initial responses.

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<sup>1</sup> See Letter from William T. Lake, Chief, Media Bureau, to Kathryn A. Zachem, Comcast Corporation, MB Docket No. 14-57 (Aug. 21, 2014).

<sup>2</sup> See Commission Announces Extension of Time to File Replies to Responses and Oppositions for its Review of Applications of Comcast Corporation, Time Warner Cable Inc., Charter Communications, Inc., and SpinCo to Assign and Transfer Control of FCC Licenses and Other Authorizations, Public Notice, MB Docket No. 14-57, DA 14-1446, at 2 n.7 (Oct. 3, 2014).

<sup>3</sup> See Letter from Kathryn A. Zachem, Comcast Corporation, to Marlene H. Dortch, Secretary, FCC, MB Docket No. 14-57 (Oct. 14, 2014); Letter from Kathryn A. Zachem, Comcast Corporation, to Marlene H. Dortch, Secretary, FCC, MB Docket No. 14-57 (Oct. 9, 2014).

COMCAST\_ORA\_0001772

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Ms. Marlene H. Dortch  
October 23, 2014  
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- **Request 12** – Staff requested that Comcast confirm that its initial responses reflected Comcast’s own perspective and not that of the other applicants in this proceeding. Staff further requested that Comcast provide various additional information about actual and potential competitors for each of the relevant services. Comcast has provided a revised response to this Request in place of its initial response.
- **Request 13** – Staff requested that Comcast confirm that its initial responses reflected Comcast’s own perspective and not that of the other applicants in this proceeding. Staff further requested that Comcast identify all requirements for entry into the provision of each relevant service and an estimate of the time required to meet each requirement. Comcast has provided a revised response to this Request in place of its initial response.
- **Request 15** – Staff requested that Comcast confirm that its initial responses reflected Comcast’s own perspective and not that of the other applicants in this proceeding. Comcast has supplemented its initial response with the requested confirmation.
- **Request 19** – Staff requested that Comcast provide or indicate the location within Comcast’s initial responses of certain annual data. Comcast has supplemented its initial response with the requested information.
- **Request 51** – Staff requested that Comcast provide lists of conditions from the Comcast-NBCUniversal transaction that will and will not apply to the systems acquired by Comcast in this transaction, subject to the need for further clarification by the Commission. Comcast has provided a revised response to this Request in place of its initial response.
- **Request 52** – Staff requested that Comcast indicate the conditions listed in response to Request 51 that have become a part of Comcast’s “core” business ethics and operations. Comcast has supplemented its initial response with the requested information.
- **Request 59** – Staff requested supplemental information regarding Comcast’s usage based billing trials, including the costs and benefits of this program and its effects on customer behavior. Comcast has supplemented its initial response with the requested information.
- **Request 68** – Staff requested that Comcast provide a more complete description of the contractual terms offered for its CDN service. Comcast has supplemented its initial response with the requested information.
- **Request 75** – Staff requested that Comcast provide, to the extent possible, a measurement of how much traffic in a given DMA comes from a particular IP point of presence; staff acknowledged that such measurement may be impossible due to the nature of how the Internet works, but asked for confirmation. Comcast has supplemented its initial response with the requested information.
- **Request 80** – Staff requested that Comcast provide a timeline for when transaction-related efficiencies, savings, new or improved products, and synergies will be generated and realized by Comcast. Comcast has supplemented its initial response with the requested information.

COMCAST\_ORA\_0001773

**REDACTED – FOR PUBLIC INSPECTION**

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October 23, 2014  
Page 3

- **Request 84(a)** – Staff requested that Comcast provide more specifics regarding the timetable for actions necessary to finalize various financial transactions related to the Time Warner Cable merger. Comcast has supplemented its initial response with the requested information.
- **Request 86** – Staff requested that Comcast confirm that no additional economic analyses exist beyond what Comcast has previously provided. Comcast has supplemented its initial response with the requested information.
- **Request 88(b)** – Staff requested that Comcast provide or indicate the location within Comcast’s initial responses of the referenced attachments. Comcast has supplemented its initial response with the requested information.
- **Request 89** – Staff requested various formatting revisions to and explanations of spreadsheet exhibits previously provided, and confirmation that all available data has been submitted. Comcast has provided revised versions of exhibits submitted with Comcast’s initial responses and has supplemented its initial response with additional information.

Comcast also provides herewith clarifications and additional information with respect to Requests 4 and 8 that Commission staff separately requested. With the submission of this letter and the attached materials, Comcast now has addressed the Request in full.

Comcast submits herewith one copy of the redacted, public version of this filing. The {{ }} symbols denote where Highly Confidential Information has been redacted and the [[ ]] symbols denote where Confidential Information has been redacted. A Highly Confidential version of this filing, which includes additional, Highly Confidential exhibits, has been submitted to the Office of the Secretary pursuant to the terms of the Modified Joint Protective Order in effect in this proceeding.<sup>4</sup> The Confidential and Highly Confidential versions of this filing will be made available for inspection pursuant to the terms of the Modified Joint Protective Order.

If you have any questions or require further information, please do not hesitate to contact me.

Respectfully submitted,

/s/ Kathryn A. Zachem

Senior Vice President,  
Regulatory and State Legislative Affairs  
Comcast Corporation

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<sup>4</sup> *Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations*, Modified Joint Protective Order, MB Docket No. 14-57, DA 14-1464 (Oct. 7, 2014) (“Modified Joint Protective Order”); *see also Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations*, Order, MB Docket No. 14-57, DA 14-1463, ¶¶ 11-12 (Oct. 7, 2014).

12. State the name and address of each person that has entered or attempted to enter into, or exited from, the provision of each relevant service, from January 1, 2009, to the present. For each such person, identify the services it provides or provided; the area in which it provided the services, including whether the person has sold or distributed the relevant service in the United States; and the date of its entry into or exit from the market. For each entrant, state whether the entrant built a new facility, converted assets previously used for another purpose (identifying that purpose), or began using facilities that were already being used for the same purpose.

**REVISED RESPONSE:**

This response replaces Comcast's initial response and includes more information regarding geographic scope and entry as requested by the FCC. This response to Request 12 represents the view of Comcast, as is the case with all of Comcast's responses to the FCC's Information and Data Request, unless otherwise noted.

Information and data responsive to this request have been provided in machine-readable Excel spreadsheet format as Exhibit 12.

Comcast's response to this request is based on information obtained through reasonable inquiry of knowledgeable employees of the company and from publicly available sources, but does not provide a comprehensive list of all entrants since 2009 in each relevant service. Although Comcast believes the sources on which its response is based to be generally reliable, it cannot fully verify the reliability of information obtained from third-party sources, many of which are self-reported.<sup>1</sup>

Comcast identifies the following companies that have entered or exited the provision of CDN service since 2009: Apple, Inc., Cotendo, Fastly, MaxCDN, Telestra, Deutsche Telekom, Telecom Italia, Level 3, British Telecom, AT&T, KDDI, TATA, CenturyLink, Orange, Telefonica, and Verizon. These companies are listed in Exhibit 12.<sup>2</sup> In general, CDNs face low entry barriers. Most major ISPs offer commercial CDN services along with Internet backbone services such as IP transit. Some ISPs partner with equipment vendors like Cisco, some partner with CDNs like Akamai, while others use their own technology. Comcast's IP CDN was [[ ]].

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<sup>1</sup> Exhibit 12 does not include information that is already provided regarding Comcast-owned programming networks to the extent such information is already provided in response to Request 18.

<sup>2</sup> Comcast also refers the FCC to [www.cdnlist.com](http://www.cdnlist.com), which provides an updated list of commercial CDN providers, including telecom or carrier-based CDN providers, and CDN-related vendor acquisitions and closures.

With respect to the geographic areas in which the entrants listed in Exhibit 12 provide service, CDN services are available on a nationwide basis. Comcast is unaware of any attempt to enter the provision of CDN service aside from the entrants mentioned herein and in Exhibit 12.

MVPD services provided by DBS providers are available on a nationwide basis, and the availability of other providers varies depending on the geographic reach of the cable systems deployed by cable operators and telephone companies that provide MVPD services. Information with respect to this geographic reach has been provided in Comcast's response to Request 2 above. Comcast is unaware of any attempt to enter the provision of MVPD service aside from the entrants mentioned herein and in Exhibit 12.

OVD services and other edge services are generally available on a nationwide basis to households that have access to the Internet. Comcast is unaware of any attempt to enter the provision of OVD and Internet Edge services aside from the entrants mentioned herein and in Exhibit 12.

Video programming services are generally available on a nationwide basis; the availability of certain specific video programming services may be regional or local (e.g., regional sports or local news networks). Comcast does not track whether any video programming service has attempted to enter the market and subsequently failed to do so. While Comcast does not reach an agreement with all video programmers that seek carriage, a video programming service that Comcast has not yet decided to carry may well be carried by or in the process of exploring carriage on other MVPDs (for example, Comcast is aware of ongoing efforts by the Back9Network to seek carriage from other MVPDs). A video programming distributor may also attempt entry through an OVD: YouTube, for example, is beginning to offer streaming online networks; a programming service might also decide to enter the market as a standalone OVD entrant such as The Blaze. Finally, a video programming service that has not garnered potential interest from MVPDs might repurpose itself (i.e., choose new content and new branding) and try again. Given the multitude of paths to gaining entry for a video programming service, it is difficult to determine whether any potential entrant has actually "failed" to enter in some manner.

Internet access service provided by mobile wireless or satellite providers are generally available on a nationwide basis, and the availability of other providers varies depending on the geographic reach of the cable and telephone company systems that provide these services. Comcast is unaware of any attempt to enter the provision of Internet access service aside from the entrants mentioned herein and in Exhibit 12.

Internet backbone services are generally available on a nationwide basis. Comcast is unaware of any attempt to enter the provision of Internet backbone service aside from the entrants mentioned herein and in Exhibit 12.



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Comcast generally does not maintain information concerning the facilities used by the entities listed in Exhibit 12.

or information, including many of the potential new entrants in video programming, could potentially be viewed as offering a substitute service.

### C. Internet Access Services

#### 1. Subscribers

Internet access services are currently provided by a variety of companies, including cable system operators, telephone companies, satellite companies, and mobile wireless providers. The availability of high-speed Internet access from multiple providers across the United States has increased significantly in recent years, and numerous companies are providing broadband Internet access services across a range of technological platforms.<sup>31</sup>

Telephone companies provide fiber-to-the-premises services to a growing number of American households and are upgrading their DSL-based services, in many cases by building fiber-to-the-node, to offer faster speeds across the country. Today, CenturyLink offers DSL speeds up to 40 Mbps, AT&T offers speeds up to 45Mbps, Verizon offers speeds up to 15 Mbps, and Frontier offers speeds up to 25 Mbps.<sup>32</sup>

CenturyLink has introduced 1 Gbps fiber-to-the-premises service to business and residential customers in 16 cities, including Denver, Seattle, and Minneapolis-St. Paul.<sup>33</sup> CenturyLink also continues to invest in DSL upgrades including VDSL2 and pair bonding to improve broadband speeds across its footprint.<sup>34</sup> Overall, telephone companies appear well-positioned to offer highly competitive broadband speeds well into the future.<sup>35</sup>

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<sup>31</sup> See Comcast Corp. and Time Warner Cable Inc., Applications and Public Interest Statement, MB Docket No. 14-57, at 42-56 (Apr. 8, 2014) (“Public Interest Statement”).

<sup>32</sup> See Letter from Lynn R. Charytan, SVP, Legal Regulatory Affairs and Senior Deputy General Counsel, Comcast Corp., to Marlene H. Dortch, Secretary, FCC, MB Docket No. 10-56, Ex. A, Pt. 3, at 10 (Feb. 21, 2014) (detailing competitive standalone broadband options in Comcast’s top 30 markets).

<sup>33</sup> Press Release, CenturyLink, Inc., CenturyLink expands its gigabit service to 16 cities, delivering broadband speeds up to 1 gigabit per second (Aug. 5, 2014), <http://news.centurylink.com/news/centurylink-expands-its-gigabit-service-to-16-cities-delivering-broadband-speeds-up-to-1-gigabit-per-second>.

<sup>34</sup> See, e.g., Glen F. Post, President and CEO, CenturyLink, Inc., Q4 2013 Earnings Call, Tr. at 5 (Feb. 12, 2014) (“We have utilized and continued to utilize a balanced capital investment approach, including gigabit fiber, VDSL2, and pair bonding deployments to efficiently enable higher speeds, enhanced services to consumers and businesses in our markets”).

<sup>35</sup> Robert W. Starr, Treasurer & SVP, Frontier Commc’ns Corp., Goldman Sachs TMT Leveraged Finance Conference, Tr. at 5 (Mar. 19, 2014) (noting Frontier is “compet[ing] against [cable] today on the residential and on the small business side and we’re taking share away from them on the residential side . . . . [W]e think that our opportunit[y] against the cable companies continue to be a very good one”).

Cable overbuilders, new entrants like Google fiber, municipal providers, fixed wireless providers, and satellite broadband providers also are competing vigorously. And well-capitalized and aggressive nationwide mobile broadband providers now offer services that provide speeds comparable to many of the fixed broadband services that consumers purchase.<sup>36</sup>

Broadband providers are racing to give consumers access to the Internet content and applications that they demand. For example, in 2010, AT&T offered only traditional ADSL service to the significant majority of the 76 million households in its wireline footprint<sup>37</sup> and had announced no plans to upgrade its network in these areas. Today, AT&T is well into the process of deploying a mix of fiber-to-the-premises, fiber-to-the-node, IP-DSLAM, and fixed wireless broadband technologies to as many as 70 million customer locations.<sup>38</sup> Google, CenturyLink, Cox, and others have also announced ambitious plans to roll out fiber-to-the-premises networks and have begun to set these plans into motion.<sup>39</sup>

Notably, in 2010, none of the four nationwide mobile broadband providers had even begun to deploy LTE networks until Verizon began its deployment in December of that year.<sup>40</sup> Now, all four major wireless providers operate LTE

<sup>36</sup> See *Inquiry Concerning the Deployment of Advanced Telecommunications Capability to All Americans in a Reasonable and Timely Fashion, and Possible Steps to Accelerate Such Deployment Pursuant to Section 706 of the Telecommunications Act of 1996, as Amended by the Broadband Data Improvement Act*, Eighth Broadband Progress Report, 27 FCC Rcd 10342 ¶ 6 (2012) (noting that mobile providers are “deploying new, faster, and more spectrally efficient mobile network technologies, most notably Long Term Evolution (LTE), which offers advertised download speeds as high as 5-12 Mbps”).

<sup>37</sup> Press Release, AT&T Inc., AT&T Reports Record 2.8 Million Wireless Net Adds, Strong U-verse Sales, Continued Revenue Gains in the Fourth Quarter (Jan. 27, 2011), <http://www.att.com/gen/press-room?pid=18952&cdvn=news&newsarticleid=31519&mapcode=financial> (indicating that U-Verse passed 27 million of the living units in AT&T’s footprint in Q4 2010).

<sup>38</sup> See Press Release, AT&T Inc., AT&T to Acquire DIRECTV (May 18, 2014), [http://about.att.com/story/att\\_to\\_acquire\\_directv.html](http://about.att.com/story/att_to_acquire_directv.html) (“AT&T/DirectV Press Release”).

<sup>39</sup> See Milo Medin, VP, Google Access Services, *Exploring New Cities for Google Fiber*, Google Fiber Blog (Feb. 19, 2014), <http://googlefiberblog.blogspot.com/2014/02/exploring-new-cities-for-google-fiber.html>; Press Release, CenturyLink, Inc., CenturyLink Brings 1 Gigabit Fiber Service to Las Vegas (Oct. 9, 2013), <http://news.centurylink.com/news/centurylink-brings-1-gigabit-fiber-service-to-las-vegas-2598362>; Press Release, Cox Commc’ns, Cox Communications Kicks Off Plan to Offer Residential Gigabit Speeds (May 22, 2014), <http://cox.mediaroom.com/index.php?s=43&item=753>.

<sup>40</sup> *Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993; Annual Report and Analysis of Competitive Market Conditions with Respect to Mobile Wireless, Including Commercial Mobile Services*, Fifteenth Report, 26 FCC Rcd 9664 ¶¶ 108-14 (2011) (describing the four nationwide mobile broadband providers’ initial efforts to test and deploy LTE services); see also Press Release, Verizon Wireless, Blazingly Fast: Verizon Wireless Launches the World’s Largest 4G LTE Wireless Network on Sunday, Dec. 5 (Dec. 3, 2010), <http://www.verizonwireless.com/news/2010/12/pr2010-12-03.html> (touting Verizon’s LTE network, which launched in 38 cities in December 2010, as “the world’s largest”).

networks that collectively blanket the nation.<sup>41</sup> And, the fastest mobile LTE network in the United States can achieve average download speeds close to 20 Mbps and peak speeds over 70 Mbps.<sup>42</sup>

These competitive developments are reflected in the FCC's Form 477 data. The tables below illustrate broadband competition at the 10 Mbps threshold. The most recently released round of this data is from June 2013 and thus does not account for significant additional progress that has been made in the past year, but even the June 2013 data reveal a significant increase in competition since the FCC's previous review:

Number of Fixed Broadband Providers <sup>43</sup>	% of Households as of December 31, 2009	% of Households in June 2013
At Least 3	2%	54%
At Least 2	22%	92%
At Least 1	80%	99%

<sup>41</sup> See The Verizon Wireless 4G LTE Network, Verizon Wireless, <http://www.verizonwireless.com/news/LTE/Overview.html> (last visited Sept. 10, 2014); *About Our Network*, AT&T, <http://about.att.com/news/wireless-network.html> (last visited Sept. 10, 2014); Press Release, Sprint Corp., 4G LTE Launched Markets (Sept. 9, 2014), <http://newsroom.sprint.com/news-releases/4glte-launchedmarkets.htm>; T-Mobile 4G LTE, T-Mobile, <http://t-mobile-coverage.t-mobile.com/4gcitylist.aspx> (last visited Sept. 10, 2014). According to NTIA data, 97.3 percent of households in the United States have access to a mobile wireless provider offering downstream speed of at least 10 Mbps. See Mark A. Israel, Implications of the Comcast/Time Warner Cable Transaction for Broadband Competition ¶ 62 (Apr. 8, 2014), Exhibit 6, Applications and Public Interest Statement, MB Docket No. 14-57 ("Israel Decl."). The FCC recently noted in its Open Internet NPRM that LTE subscriptions grew by a factor of nearly 500 during this period, see *Protecting and Promoting the Open Internet*, Notice of Proposed Rulemaking, 29 FCC Rcd 5561, ¶ 48 n.110 (May 15, 2014), and SNL Kagan predicts that there will be 224 million unique 4G subscriptions in the United States by 2018, see SNL Kagan, *Covered Pops & Subscribers by Technology in U.S. Wireless* (July 2013). Mobile broadband's share of the Internet ecosystem is rapidly growing; mobile data traffic is projected to grow three times faster than fixed IP data traffic between 2013 and 2018. See *Visual Networking Index: Forecast and Methodology, 2013-2018*, Cisco (June 10, 2014), [http://www.cisco.com/c/en/us/solutions/collateral/service-provider/ip-nbn-ip-next-generation-network/white\\_paper\\_c11-481360.html](http://www.cisco.com/c/en/us/solutions/collateral/service-provider/ip-nbn-ip-next-generation-network/white_paper_c11-481360.html).

<sup>42</sup> See Israel Decl. ¶ 61.

<sup>43</sup> This chart displays the number of households located in census tracts where fixed broadband providers reported offering broadband Internet access service speeds of at least 10 Mbps downstream and 1.5 Mbps upstream. See FCC, *Internet Access Services: Status as of December 31, 2009* (WCB Dec. 2010), 7 & fig. 3(a), available at [http://hraunfoss.fcc.gov/edocs\\_public/attachmatch/DOC-303405A1.pdf](http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-303405A1.pdf); Internet Access Services: Status as of June 30, 2013, Ind. Analysis & Tech. Division, Wireline Competition Bureau, FCC, (June 2014), at 9 & fig. 5(a), available at [http://transition.fcc.gov/Daily\\_Releases/Daily\\_Business/2014/db0625/DOC-327829A1.pdf](http://transition.fcc.gov/Daily_Releases/Daily_Business/2014/db0625/DOC-327829A1.pdf) ("June 2013 IAS Report").



Furthermore, when accounting for mobile broadband providers the data show that competition is even more vibrant:

Number of Fixed or Mobile Broadband Providers <sup>44</sup>	% of Households in December 2009	% of Households in June 2013
At Least 3	2%	91%
At Least 2	22%	98%
At Least 1	80%	99%

Chairman Wheeler recently stressed the importance of targeting ever-higher broadband speeds in order to meet increasing consumer demand.<sup>45</sup> Although many online activities do not require higher speeds, the demand from consumers noted by Chairman Wheeler illustrates the strong incentives that broadband providers have to upgrade and deploy increasingly better technology, and improve and expand their offerings. Thus it is not surprising that various mobile and fixed broadband providers have undertaken significant investments in recent years and are likely to continue to do so.

Moreover, municipal governments also have begun offering Internet access service to local residents.<sup>46</sup> For example, Santa Cruz County recently announced a plan to build out Internet infrastructure to extend broadband service.<sup>47</sup> Indeed,

<sup>44</sup> This chart displays the number of households located in census tracts where fixed broadband providers reported offering broadband Internet access service speeds of at least 10 Mbps downstream and 1.5 Mbps upstream or mobile broadband providers reported operating a network capable of such speeds. See Internet Access Services: Status as of December 31, 2009, Ind. Analysis & Tech. Division, Wireline Competition Bureau, FCC, (Dec. 2010), at 8 & fig. 3(b), available at [http://hraunfoss.fcc.gov/edocs\\_public/attachmatch/DOC-303405A1.pdf](http://hraunfoss.fcc.gov/edocs_public/attachmatch/DOC-303405A1.pdf); June 2013 IAS Report at 10 & fig. 5(b).

<sup>45</sup> Remarks of Chairman Tom Wheeler, FCC, “The Facts and Future of Broadband Competition,” 1776 Headquarters, Washington, D.C. (Sept. 4, 2014), <http://www.fcc.gov/document/chairman-remarks-facts-and-future-broadband-competition>.

<sup>46</sup> See Edward Wyatt, *Fast Internet is Chattanooga’s New Locomotive*, N.Y. Times, Feb. 3, 2014, [http://www.nytimes.com/2014/02/04/technology/fast-internet-service-speeds-business-development-in-chattanooga.html?\\_r=0](http://www.nytimes.com/2014/02/04/technology/fast-internet-service-speeds-business-development-in-chattanooga.html?_r=0) (describing Chattanooga, Tennessee’s taxpayer-owned fiber optic network).

<sup>47</sup> Jason Hoppin, *Santa Cruz County to get new Internet backbone*, Santa Cruz Sentinel, Apr. 11, 2014, [http://www.santacruzsentinel.com/news/ci\\_25549462/santa-cruz-county-get-new-internet-backbone](http://www.santacruzsentinel.com/news/ci_25549462/santa-cruz-county-get-new-internet-backbone).

as of May 2013, there were approximately 135 municipal fiber-optic networks in the United States.<sup>48</sup>

Potential new entrants into the provision of Internet access services may include telephone companies, technology companies, cable overbuilders, wireless companies, or more government municipalities. DISH Network also has begun trials partnering with wireless providers such as Sprint to provide fixed wireless services.<sup>49</sup> In recent trials, DISH and Sprint achieved download speeds of 200 Mbps.<sup>50</sup> And, as innovations in wireless technology lead to faster speeds and greater capacity,<sup>51</sup> other wireless options are likely to emerge and begin offering high speed fixed and mobile broadband products. Indeed, the price per gigabyte of transmitting data over mobile wireless networks is likely to continue decreasing as available spectrum and spectral efficiency both increase.<sup>52</sup> These reductions in cost will likely cause reductions in prices for consumers and greater usage of mobile wireless broadband.<sup>53</sup>

Like the costs of entry, which are discussed in greater detail in response to Request 15, the time required for entry as an Internet access service provider is variable and cannot be predicted in the abstract. A new Internet access service provider would need to build or purchase a physical infrastructure; enter into interconnection relationships with other ISPs, CDNs, and content providers; and meet often substantial regulatory requirements, in addition to marketing the product. The timing of each of these requirements is variable depending on factors such as the scope of entry or the manner of entry (e.g., building new infrastructure versus purchasing existing systems). In particular, the amount of time required to build physical infrastructure may vary widely depending on how much the new entrant intends to spend on construction (since the time required for a project is generally inversely proportional to the cost).

<sup>48</sup> Masha Zager, *Number of Municipal FTTP Networks Climbs to 135*, Broadband Communities, May/June 2013, <http://www.bbpmag.com/Features/0513feature-MuniCensus.php>.

<sup>49</sup> Press Release, Sprint Corp., Sprint and DISH to Trial Fixed Wireless Broadband Service (Dec. 17, 2013), <http://newsroom.sprint.com/news-releases/sprint-and-dish-to-trial-fixed-wireless-broadband-service.htm>.

<sup>50</sup> Sarah Reedy, *Son: Dish Could be Sprint's Great Ally*, LightReading, Mar. 27, 2014, <http://www.lightreading.com/mobile/4g-lte/son-dish-could-be-sprints-greatally/d/d-id/708408>.

<sup>51</sup> See Sacha Segal, *Fastest Mobile Networks 2014*, PC Magazine, June 11, 2014, <http://www.pcmag.com/article2/0,2817,2459185,00.asp>.

<sup>52</sup> See Israel Decl. ¶ 67.

<sup>53</sup> *Id.*

# **EXHIBIT 12**

Exhibit 12

Entries to and Exits from Internet Traffic Exchange and CDN <sup>[1]</sup>			
Name and Address of Company	Services Provided	Date of Entry Into and, if Applicable, Exit From the Market	Service Area
Global Crossing	Transit and peering links, Virtual Private Network (VPN), Leased lines, Audio and Video conferencing, Long distance telephone, managed services, dialup, colocation and VoIP.	Exit: October 2011	National
Apple, Inc. 1 Infinite Loop Cupertino, CA 95014	CDN	Entry: 2014	National
Cotendo	CDN	Exit: 2011	National
Fastly PO Box 78266 San Francisco, CA 94107	CDN	Entry: 2011	National
MaxCDN 3575 Cahuenga Blvd. West Suite 330 Los Angeles, CA 90068	CDN	Entry: 2009	National
Telestra 500A Huntmar Park Drive Herndon, VA 20170	CDN	Entry: 2009	National
Deutsche Telekom Friedrich-Ebert-Allee 140 53113 Bonn Germany	CDN	Entry: 2009	National
Telecom Italia 622 3rd Ave New York, NY 10017	CDN	Entry: 2009	National
Level 3 1025 Eldorado Boulevard Broomfield, Colorado 80021	CDN	Entry: 2010	National
British Telecom 7301 N State Highway 161 Suite 400 Irving, TX 75039	CDN	Entry: 2010	National
AT&T (EdgeCast) 208 S. Akard Street Dallas, TX 75202	CDN	Entry: 2011	National
KDDI 825 Third Avenue, 3rd Floor New York, NY 10022	CDN	Entry: 2011	National
TATA 1700 North Moore St, Suite 1520 Arlington, VA 22209-1911	CDN	Entry: 2011	National
CenturyLink 100 CenturyLink Drive Monroe, Louisiana 7201	CDN	Entry: 2011	National
Orange S.A. 78 rue Olivier de Serres Paris 75015 France	CDN	Entry: 2012	National
Telefonica Ronda de la Comunicación, s/n, 28050 Madrid, Spain	CDN	Entry: 2012	National
Verizon 140 West Street New York, NY 10007	CDN	Entry: 2013	National

[1] Comcast also refers the FCC to [www.cdnlist.com](http://www.cdnlist.com), which provides an updated list of commercial CDN providers, including telecom or carrier-based CDN providers, and CDN-related vendor acquisitions and closures.



**Exhibit 12**

<b>Entries to and Exits from Internet Access Service</b>		
<b>Name and Address of Company</b>	<b>Date of Entry Into and, if Applicable, Exit From the Market</b>	<b>Service Area<sup>[1]</sup></b>
Google Fiber 1600 Amphitheatre Parkway Mountain View, CA 94043	Entry: 2011	Kansas City, MO; Austin, TX; Provo, UT
Qwest	Exit: 2011	
Towerstream Corp. Tech IV 88 Silva Lane Middletown, RI 02842	Entry: 2010	Boston, MA; Chicago; IL; Dallas, TX; Houston; TX; Los Angeles, CA; Miami, FL; New York, NY; San Francisco, CA; Seattle, WA; Philadelphia, PA; Nashville, TN; Las Vegas, NV; Reno, NV; Providence, RI
Leap Wireless International, Inc.	Exit: 2014	Nationwide
Clearwire Corporation	Exit: 2013	Various areas within the following states: California; Colorado; Connecticut; Delaware; Florida; Georgia; Hawaii; Idaho; Illinois; Kansas; Maryland; Massachusetts; Michigan; Minnesota; Missouri; Nevada; New Jersey; New York; North Carolina; Ohio; Oregon; Pennsylvania; Rhode Island; Tennessee; Texas; Utah; Virginia; and Washington
Insight Communications	Exit: August 2011	Various areas within the following states: Indiana; Kentucky; and Ohio
Knology Inc.	Exit: April 2012	Various areas within the following states: Alabama; Georgia; Florida; Iowa; Kansas; Minnesota; South Carolina; South Dakota; and Tennessee

[1] Company's footprint within each listed area may not reach all homes within that area.

## **Exhibit SMB-25**

**Q-3:64. Using the updated attached Broadband Services spreadsheet template, please identify, separately for each Census Block where Your broadband service is available in California, the number of households subscribed by speed tier (upload and download speeds). Please clearly identify each speed tier and add any additional columns as necessary.**

Objection:

Comcast objects to this request to the extent it seeks the production of information that is not in Comcast's possession, and is not normally generated or retained by the company. Further, the company also objects to this request on the grounds that the request is unduly burdensome and overbroad.

Subject to the foregoing objections, Comcast responds as follows:

Response:

Comcast does not possess the requested information by census block. Comcast will submit speed tier subscription information by census tract with its FCC Form 477 filing. Comcast will produce to ORA the California-specific speed tier information as reported in its FCC Form 477 promptly after it is filed on October 1, 2014. For the total number of subscribers in California for each of Comcast's residential broadband services, and the speed tiers associated with those services, see Response to Q-1:8.

Sponsor: Warren Fitting, Director, Government and Regulatory Affairs

## **Exhibit SMB-26**

**Q-1:61. Given the diverse demographics of the California population, are there plans by the merged entity to maximize its potential customer base? Include plans and documents related to increasing and maximizing broadband subscribers in communities with low broadband penetration and subscribers, especially in inner city and rural areas of California.**

Objection:

Comcast objects to this request to the extent it seeks the production of information that is not in Comcast's possession, and is not normally generated or retained by the company. The company also objects on the grounds that the request seeks information that is neither relevant to the issues in this proceeding, nor reasonably calculated to lead to the discovery of relevant or admissible evidence. Further, the company also objects to this request on the grounds that the request is vague, ambiguous, unduly burdensome and overbroad. Finally, Comcast also objects on the grounds that the request seeks information about "anticipated" facts or circumstances which may arise in the future, and which would require the company to create a document not in existence.

Subject to the foregoing objections, Comcast responds as follows:

Response:

As explained in response to NAAC 1-9, Comcast has a business unit that focuses on the product and service preferences of Comcast's minority customers, and engages in several different initiatives focused on large minority segments, such as the Hispanic and Asian communities. These initiatives include in-language interviews, including in Spanish, Tagalog and Mandarin, and analyses of interest in long distance and other related services. The business unit performs analysis to determine the importance to its minority customers of various product features and service plans. Comcast uses that analysis to deliver packages of its services that are most preferred by the respective communities and to determine the best marketing strategies to ensure it reaches the respective customer segments. Such analysis includes preferences of South Asian, Filipino, Chinese and Korean consumers. Comcast also purchases third party analysis to enable Comcast to meet the preferences of minority consumers.

Further, the proposed transaction will enable Comcast to do more to help close the digital divide and encourage broadband adoption by expanding Comcast's *Internet Essentials* program to the acquired territories. Launched in 2011, *Internet Essentials* is the nation's largest and most comprehensive broadband adoption program. *Internet Essentials* offers qualified low-income families: low-cost broadband service for \$9.95 per month; the option to purchase an Internet ready computer for less than \$150; and multiple options to access free digital literacy training in print, online and in person. There are no activation fees and no equipment rental fees. Post-transaction, qualified customers in the TWC service area will be eligible for *Internet Essentials* service. *Internet Essentials* is a national program that is uniform across Comcast's service areas, and thus Comcast has not considered specific modifications to the program based on California's demographics. However, the program involves significant community outreach and partnering

with community organizations, and efforts are made to reach out to potential customers from various demographic groups. For information on Comcast's outreach efforts to make new customers aware of the *Internet Essentials* program, including Comcast's bilingual PSA campaign, see Comcast's Response to ORA 3:10.

Sponsors:

Michael Kelman, Vice President, Competitive and Business Analytics

Angel Arocho, Senior Director, Product Management

## **Redacted Confidential Exhibit SMB-27**

**A.14-04-013 / A.14-06-012**  
**Response of Time Warner Cable**

**Data Request No.: Data Request 1 of the California Emerging Technology Fund**

**To:** California Emerging Technology Fund

**Date of Request:** September 30, 2014

**Question 1:**

Provide by school district and zip code the number of accounts enrolled in the company's Connect2Compete program piloted in the state of California as of June 30, 2014, and at each anniversary date of the program since inception.

**Response to Question 1:**

TWC objects to this request on the grounds that it seeks information not in TWC's possession or control. TWC does not record the number of accounts enrolled in the Connect2Compete program by school district and zip code.

Subject to the foregoing, TWC responds as follows:

The initial enrollment period for TWC Connect2Compete-related service offering in California commenced on October 1, 2012 and concluded on January 31, 2013. As of January 31, 2013, [REDACTED] customers had subscribed in the Los Angeles area, and [REDACTED] customers had subscribed in the San Diego area.

As of June 30, 2014, TWC's Connect2-Compete-related service offering has [REDACTED] subscribers in the Los Angeles area and [REDACTED] subscribers in the San Diego area.



## **Exhibit SMB-28**

**A.14-04-013 / A.14-06-012**  
**Response of Time Warner Cable**

**Data Request No.: Data Request 1 of the California Emerging Technology Fund**

**To:** California Emerging Technology Fund

**Date of Request:** September 30, 2014

**Question 4:**

Provide the amount of TWC funds granted to California community-based organizations specifically to assist with signing up eligible customers for the Connect2Compete program and the total number of households signed up by these organizations.

**Response to Question 4:**

No TWC funds were granted to any California community-based organizations in relation to the Connect2Compete program.

## **Redacted Confidential Exhibit SMB-29**

**A.14-04-013 / A.14-06-012**  
**Response of Time Warner Cable**

**Data Request No.: Data Request 1 of the California Emerging Technology Fund**

**To:** California Emerging Technology Fund

**Date of Request:** September 30, 2014

**Question 5:**

Provide the TWC advertising budget (cash and in-kind) for the C2C program in the State of California and the nation for each year of the program to date as well as by month and media market.

**Response to Question 5:**

TWC engaged in a national Connect2Compete advertising campaign during the initial enrollment period of October 1, 2012 to January 31, 2013. The national budget for that campaign was [REDACTED] and the pro-rated amount attributable to California was [REDACTED]

## **Exhibit SMB-30**

**A.14-04-013 / A.14-06-012**  
**Response of Time Warner Cable**

**Data Request No.: Data Request 1 of the California Emerging Technology Fund**

**To:** California Emerging Technology Fund

**Date of Request:** September 30, 2014

**Question 2:**

Provide by zip code the number of accounts enrolled in the \$14.99 offer and specific the speeds that accompany this product.

**Response to Question 2:**

TWC objects to this response on the grounds that it is vague and ambiguous. TWC does not have a \$14.99 per month offer; it has a \$9.95 per month offer.

Subject to the foregoing, TWC responds as follows:

See Response to Question 1. TWC's Connect2Compete-related service offering is priced at \$9.95 per month for a two-year term, instead of \$14.99. TWC offered the \$9.95/month Internet service at 1 Mbps upload and 1 Mbps download speeds.

## **Redacted Confidential Exhibit SMB-31**

**Q-3:12. Where Comcast Broadband Services is available in California, list the total number of households currently eligible for Internet Essentials.**

Objection:

Comcast objects to this request on the grounds that it seeks highly confidential information that is neither relevant to the issues in this proceeding, nor reasonably calculated to lead to the discovery of relevant or admissible evidence. The company further objects on the grounds that the request exceeds the established scope of the proceeding.

Subject to the foregoing objections, Comcast responds as follows:

Response:

REDACTED

As of June 2014, there were an estimated [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] eligible households in Comcast's California service footprint.

Sponsor: Angel Arocho, Senior Director, Product Management



## **Redacted Confidential Exhibit SMB-32**

**Q-3:16. List the number of households currently subscribed to Internet Essentials in California.**

Objection:

Comcast objects to this request on the grounds that it seeks highly confidential information that is neither relevant to the issues in this proceeding, nor reasonably calculated to lead to the discovery of relevant or admissible evidence. The company further objects on the grounds that the request exceeds the established scope of the proceeding.

Subject to the foregoing objections, Comcast responds as follows:

Response:

REDACTED

As of June 28, 2014, *Internet Essentials* connects in California totaled [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] households – a number that represents more than [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] California children and their families.

Sponsor: Angel Arocho, Senior Director, Product Management

## **Exhibit SMB-33**

**Q-1:8. For Comcast's top ten largest footprints in the United States (as measured by households passed), and separately by each of those footprints (identified by geographic name), provide the quantities of IE:**  
**a. Eligible households; and**  
**b. Participating households.**

Objection:

Comcast objects to this request on the grounds that it seeks information that is neither relevant to the issues in this proceeding, nor reasonably calculated to lead to the discovery of relevant or admissible evidence. The company further objects on the grounds that the request exceeds the established scope of the proceeding, including with respect to *Internet Essentials* activities outside of California. Comcast further objects to this request on the grounds that the request is overbroad.

Subject to the foregoing objections, Comcast responds as follows:

Response:

See Comcast's Response to the Office of Ratepayer Advocates' Third Set of Data Requests ("ORA 3:") at 15 for the California-specific totals.

Sponsor: Angel Arocho, Senior Director, Product Management

## **Exhibit SMB-34**

**Q-3:8. Describe Your assessment of Internet Essential's existing shortfalls in California, including enhancements needed.**

Objection:

Comcast objects to this request on the grounds that it seeks information that is neither relevant to the issues in this proceeding, nor reasonably calculated to lead to the discovery of relevant or admissible evidence. The company further objects on the grounds that the request exceeds the established scope of the proceeding.

Subject to the foregoing objections, Comcast responds as follows:

Response:

Comcast has not identified any shortfalls of *Internet Essentials* in California.

Sponsor: Angel Arocho, Senior Director, Product Management

## **Exhibit SMB-35**

**Q-1:3. Has any third party evaluated the IE program nationwide and in California since January 1, 2012? If so, please provide copies of such evaluations and indicate the name(s) of such third parties.**

Objection:

Comcast objects to this request on the grounds that it seeks information that is neither relevant to the issues in this proceeding, nor reasonably calculated to lead to the discovery of relevant or admissible evidence. The company further objects on the grounds that the request exceeds the established scope of the proceeding.

Subject to the foregoing objections, Comcast responds as follows:

Response:

Comcast commissioned a study of *Internet Essentials* customers from an independent communications and technology policy consultant, Dr. John B. Horrigan, who is head of research for the FCC's National Broadband Plan and a former research director with Pew Research Center's Internet and American Life Project. The study was released in March 2014, and reflects that the service is widely used by participants to do school work; that home users report it helps "a lot"; and that in addition to schools, participation by institutions such as libraries, banks, government agencies, and employers, plays an important role in increasing broadband adoption and utilization. See John B. Horrigan, Ph.D., *The Essentials of Connectivity: Comcast's Internet Essentials Program and a Playbook for Expanding Broadband Adoption and Use in America* (Mar. 2014) ("Horrigan"). The full research report of Dr. Horrigan's findings is attached hereto as Exhibit TURN/Comcast R-1:3 and available online at <http://corporate.comcast.com/news-information/news-feed/internet-essentials-2014>.

Sponsor: Karima Zedan, Director, Internet Essentials



## **Exhibit SMB-36**

- Q-1:12. Within the last three years, were any studies or surveys prepared by or on behalf of Comcast regarding barriers to wireline broadband adoption that relate to the following (if so, please provide all such studies and surveys):**
- a. age**
  - b. income**
  - c. education**
  - d. urban vs. rural location**
  - e. gender or**
  - f. race.**

Objection:

Comcast objects to this request on the grounds that it seeks information that is neither relevant to the issues in this proceeding, nor reasonably calculated to lead to the discovery of relevant or admissible evidence. The company further objects on the grounds that the request exceeds the established scope of the proceeding.

Subject to the foregoing objections, Comcast responds as follows:

Response:

Comcast commissioned a study of *Internet Essentials* customers from an independent communications and technology policy consultant, Dr. John B. Horrigan, who is the head of research for the FCC's National Broadband Plan and a former research director with Pew Research Center's Internet and American Life Project. The study was released in March 2014. See John B. Horrigan, Ph.D., *The Essentials of Connectivity: Comcast's Internet Essentials Program and a Playbook for Expanding Broadband Adoption and Use in America* (Mar. 2014) ("Horrigan").<sup>3</sup> The Horrigan report included a demographic overview which revealed that the population of *Internet Essentials* customers is relatively poorer, more Latino, more female, and more educated than the population at-large without broadband at home. Horrigan at 15.

Sponsor: Karima Zedan, Director, Internet Essentials

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<sup>3</sup> The full research report of Dr. Horrigan's findings is attached hereto Exhibit TURN/Comcast R-1:3 and available online at <http://corporate.comcast.com/news-information/news-feed/internet-essentials-2014>.

## **Exhibit SMB-37**

- Q-1:14. See Comcast's response to ORA 3-9. What are Comcast's IE goals (e.g., participation levels, outreach modes, speed of broadband offered) for California for its current footprint:**
- a. 2015**
  - b. 2016 and**
  - c. 2017.**

Objection:

Comcast objects to this request on the grounds that it seeks information that is neither relevant to the issues in this proceeding, nor reasonably calculated to lead to the discovery of relevant or admissible evidence. The company further objects on the grounds that the request exceeds the established scope of the proceeding.

Subject to the foregoing objections, Comcast responds as follows:

Response:

The program's singular goal is to continue closing the digital divide by offering the most comprehensive broadband adoption program in the country.

Sponsor: Karima Zedan, Director, Internet Essentials

## **Exhibit SMB-38**



Comcast Corporation  
300 New Jersey Avenue, NW  
Suite 700  
Washington, DC 20001  
202.379.7121

**REDACTED – FOR PUBLIC INSPECTION**

September 11, 2014

**VIA ELECTRONIC FILING**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, D.C. 20544

**Re: Applications of Comcast Corporation, Time Warner Cable Inc.,  
Charter Communications, Inc., and SpinCo for Consent to Assign Licenses  
or Transfer Control of Licenses, MB Docket No. 14-57  
REDACTED – FOR PUBLIC INSPECTION**

Dear Ms. Dortch:

Pursuant to the Commission's August 21, 2014 letter,<sup>1</sup> Comcast Corporation ("Comcast") hereby submits its responses to the Commission's August 21, 2014 Information and Data Request (the "Request").<sup>2</sup> The narrative answers and data submissions respond to the Request as clarified by previously disclosed discussions between representatives of Comcast and the Commission. Based on these discussions, Commission staff and Comcast agreed to certain modifications and understandings of the Request and accompanying Instructions, subject to the Commission's ability to request additional information as it may deem necessary. These modifications and understandings are reflected in the pertinent responses and also include the following:

1. Unless otherwise specified, the relevant time period of the documents that will be submitted in response to the Request extends back to January 1, 2012, instead of January 1, 2009 as indicated in Instruction No. 1.
2. Instruction No. 12 is modified to reflect that Comcast may assign a single document control number on its privilege log for each document withheld on the basis of privilege.

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<sup>1</sup> See Letter from William T. Lake, Chief, Media Bureau, to Kathryn A. Zachem, Comcast Corporation, MB Docket No. 14-57 (August 21, 2014).

<sup>2</sup> *Id.*

3. Instruction No. 13 is modified to reflect that Comcast is not required to identify the number(s) of the Request to which a document on Comcast's privilege log is responsive.
4. Instruction No. 14 is modified to defer the requirement that Comcast identify the anticipated litigation or trial upon which an assertion of attorney work product is based. In addition, Instruction No. 14 is modified to defer the requirement that Comcast produce a copy of its privilege log in hardcopy form.
5. The Metadata Table of Requested Fields is modified to defer the requirement that Comcast identify the number(s) of the Request to which a document is responsive. In addition, the Metadata Table is modified to reflect that Comcast is not required to produce the FOLDERLABEL or FILEPATH metadata values for duplicate custodians. Comcast will provide those metadata values for the primary custodian of the document.
6. Request No. 3 is modified to reflect that the Commission will accept predominant rate cards for each sub-region in lieu of listing and describing each tier of MVPD, Internet, and voice service, including pricing and Internet speeds.
7. Request No. 4(o) is modified to reflect that Comcast is not required to provide "other variable costs" beyond what it will provide in response to Request Nos. 4(k), 4(l), and 4(m).
8. Request No. 4(p) is modified to reflect that Comcast will provide the Commission with presentations regarding customer lifetime value ("CLV") created periodically by various business units within Comcast.
9. Request Nos. 8, 56, and 89 are modified to reflect that Comcast will provide information and data for its current cable systems only, including the systems that will be assigned or transferred to SpinCo.
10. Request Nos. 18, 19, 26-28, and 36-38 are modified to reflect that the Commission will accept data on an annual basis rather than a monthly basis. These requests are also modified to reflect that Comcast is only required to provide data separately with respect to the top 25 MVPDs by subscribers and will aggregate an "other" figure for subscribers from the remaining MVPDs.
11. Request No. 21 is modified to exclude instances where an MVPD has merely "discussed" raising a program access complaint.
12. Request Nos. 22 and 33 are modified to defer the obligation to "identify and describe" the agreements that are the subject of each respective request. Comcast will identify the production numbers where its programming agreements can be located within the document production. Comcast will further provide a general description of its contracting practices in response to the Requests.
13. Request No. 28(f) is modified to limit the list of MVPDs that do not carry a particular regional sports network ("RSN") to the top 25 MVPDs by subscribers and to defer the requirement that Comcast identify a particular reason why any given MVPD does not distribution an RSN.

14. Request No. 26 is modified to clarify that it is limited to “marquee sports.”
15. Request Nos. 29(d) and 70 are modified to be limited to substantive negotiations that resulted in an exchange of draft agreements, but where the parties failed to reach an agreement.
16. Request No. 31 is modified to defer the requirement to identify separately the information requested in subparts (a) through (e). The Commission has agreed to accept a list of networks for which Comcast has received requests for carriage and a list of networks that Comcast has launched. For each of the launched networks, Comcast will provide the network name, initial launch date, genre, tier, and reason for launch.
17. Request No. 53 is modified to exclude instances where an OVD has merely “discussed” raising rights to programming under the Comcast-NBCU Order or the Final Judgment entered in *U.S. v. Comcast Corp. and NBC Universal, Inc.*, Civ Action No. 1:11-cv-00106 (D.D.C. 2011).
18. Request No. 89 is modified to reflect that Comcast will provide the inbound traffic at the 95th percentile, the outbound traffic at the 95th percentile, and capacity for each counterparty. The Commission defers its request for total inbound traffic and total outbound traffic for each counterparty and its request to identify the applicable contracts and contract start and end dates for each counterparty.
19. In certain limited instances, work is ongoing on certain responses and data submissions. These materials will be submitted shortly. The written response notes where that is the case.
20. Finally, the remaining documents requested will be submitted shortly following adjustments to reflect ongoing discussions with Commission staff.

Comcast herewith submits one copy of the redacted, public version of this filing. The {{ }} symbols denote where Highly Confidential Information has been redacted, and the [[ ]] symbols denote where Confidential Information has been redacted. A Highly Confidential version of this filing has been submitted to the Office of the Secretary pursuant to the terms of the Joint Protective Order.<sup>3</sup> The Confidential and Highly Confidential versions of this filing will be made available for inspection.

Comcast has made diligent efforts to ensure that none of the documents it is submitting herewith is privileged under the attorney-client privilege, the attorney work product doctrine, or any other applicable privilege or protection. To the extent that any privileged documents may have been inadvertently produced, such production does not constitute waiver of any applicable privilege. Comcast requests that any privileged documents inadvertently produced be returned to Comcast as soon as such inadvertent production is discovered by any party, and reserves all rights to seek the return of any such documents.

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<sup>3</sup> *In the Matter of Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations*, MB Docket No. 14-57, Joint Protective Order, 29 FCC Rcd. 3688 (2014) (“Joint Protective Order”).



Ms. Marlene H. Dortch  
September 11, 2014  
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If you have any questions or require further information, please do not hesitate to contact me.

Respectfully submitted,

/s/ Kathryn A. Zachem

Senior Vice President,  
Regulatory and State Legislative Affairs  
Comcast Corporation

88. Describe in detail the Company's plans to migrate subscribers acquired as a result of the proposed TWC transaction and the proposed divestiture transaction, including but not limited to:
- a. a projected timeline for the transition of all the acquired customers;
  - b. any plans for relevant services and devices necessary to access the services to be offered to the acquired subscribers, including but not limited to (1) a detailed description of the Company's plans to provide these subscribers with devices that may be used on the Company's network and any associated charges to an acquired customer who is required to acquire such a device, and (2) the service plans, bundled services and pricing to be offered to the acquired customers;
  - c. any plans for the acquired customers to retain their current service plans and if so, the length of time the acquired customers may remain enrolled under their existing service plans;
  - d. the features and services accessible from each device that will be offered to acquired customers;
  - e. any services or features that an acquired subscriber received from its previous provider that it will not be able to obtain from the Company after the consummation of the proposed TWC transaction and the proposed divestiture transactions, and plans to introduce that lost service or otherwise compensate the subscriber; and
  - f. all documents discussing customer migration and transition of the acquired customers to the Company.

**RESPONSE:**

**88(a):**

For purposes of this response, it is important to note that Comcast does not have full access to information regarding the composition or status of the systems it is acquiring from TWC and Charter. Therefore, the information contained herein is based solely on Comcast's preliminary discussions with TWC and Charter and Comcast's extensive experience upgrading cable systems and integrating them into the company.

It should be emphasized that the integration process remains quite fluid, as the parties are still in the process of exchanging and evaluating information to the degree possible given gun jumping and general antitrust concerns, and Comcast is continuing to learn about the systems, assets, and customers it will acquire. As such, the planning with respect to the migration of customers remains subject to change.

**REDACTED – FOR PUBLIC INSPECTION**

Comcast's plans to migrate customers to be acquired from TWC and Charter to provide them the Comcast customer experience are subject to a host of complex and inter-related technological, business, and legal issues. To name just one example, Comcast cannot transition TWC customers to all of Comcast's services until the market in question has been migrated to all-digital, so those customers can access and utilize all of Comcast's offerings; various other activities and processes, such as back-office support systems and operating support systems, among others, must be integrated as well. The responses below thus reflect information known to Comcast as of the date of this submission and are subject to change.

Based on the information Comcast has obtained so far, it projects that the acquired customers in all of the markets at issue will have access to all of Comcast's products and services within {{

}}.

Comcast expects to proceed with this customer migration on a market-by-market basis. Further, the migration may proceed within each market on a service-by-service basis. For instance, Comcast may be able to provide higher broadband speeds to customers in a particular market before it has fully deployed its video service in that market.

Comcast is coordinating with state public utility commissions and local franchising authorities, as appropriate, about the provision of notice to customers in connection with their migration, including in jurisdictions in which such notices are not legally required.

**88(b):**

Comcast expects to provide several types of devices to migrated customers, including set-top boxes compatible with the X1 platform, DOCSIS 3.0 modems capable of supporting Comcast's services (including with Wi-Fi capability), and high-definition ("HD") digital transport adapters ("DTAs"). As a general matter, plans with respect to pricing and services (including bundled services) are still being evaluated and considered by the company. However, there have been some specific conversations about pricing, and in particular, about transitioning TWC customers to Comcast equipment pricing as summarized in the attached documentation.

**88(c):**

Any such plans are still being evaluated and considered by Comcast.

**88(d):**

The devices that Comcast expects to provide to customers following their migration to Comcast are set forth above in response to subpart (b).

**88(e):**

Comcast continues to evaluate this issue and has yet to make any decisions. Comcast's plans in this respect depend in large part on information not presently within Comcast's possession or on matters outside of its control. {{

Finally, Comcast offers some features that as a functional matter are comparable to certain TWC-specific features – such as TWC's LookBack – {{

}}

**88(f):**

Documents responsive to this request will be produced to the FCC. In addition, material responsive to this request is provided as Exhibits 88.1-88.4.

## **Exhibit SMB-39**

**Q-1:33. How will acquired customers be informed of available service plans, bundled services and pricing to be offered post-merger?**

Objection:

Comcast objects to this request on the grounds that it exceeds the established scope of the docket to the extent it is seeking information regarding any video/cable services, advertising services, or any other services outside of the scope of this proceeding. Comcast further objects to this request on the grounds that the request is vague, ambiguous, unduly burdensome and overbroad. Finally, Comcast also objects on the grounds that the request seeks information about “anticipated” facts or circumstances which may arise in the future.

Subject to the foregoing objections, Comcast responds as follows:

Response:

Comcast has not yet developed specific plans for transitioning TWC customers to Comcast's service tiers post-merger. Prior to making any changes to service plans, Comcast provides its customers with extensive notice, including, among other things, via bill and e-mail notifications.

Sponsor: Michael Kelman, Vice President, Competitive and Business Analytics

## **Exhibit SMB-40**

**Q-1:43. Have the privacy safeguards employed by Comcast ever been breached? If so, please describe these incidents and provide the type and amount of information lost.**

Objection:

Comcast objects to this request on the grounds that it is not relevant to the issues in this proceeding, nor reasonably calculated to lead to the discovery of relevant or admissible evidence. The company further objects on the grounds that the request exceeds the established scope of the proceeding. Comcast also objects to this request on the grounds that it is vague, ambiguous, unduly burdensome, and overbroad.

Response:

Comcast has not experienced and is not aware of any breaches involving customer information similar in scope or scale to those reported in the media over the last year. However, despite our efforts described above in Q-1:42, there have been isolated incidents that have resulted from process, employee and third-party service provider failures to follow privacy safeguards. In one instance, there was a process error that led to an inadvertent publication of unlisted numbers of certain Comcast's customers. Comcast took immediate steps to fix the problem, to work with its vendor to remove all such listings, to investigate the period and extent of the inadvertent publication and to notify affected customers and provide them with refunds. Comcast also established a dedicated toll free number and worked with impacted customers who contacted the number to provide them with additional remedies tailored to meet their individual needs including free telephone number changes, additional service credits and reimbursements for home security systems. The error was acknowledged and voluntarily reported by Comcast to the CPUC. See Investigation on the Commission's Own Motion into the Operations, Practices, and Conduct of Comcast Phone of California, LLC (U-5698-C) and its Related Entities (collectively "Comcast") to Determine Whether Comcast Violated the Laws, Rules, and Regulations of this State in the Unauthorized Disclosure and Publication of Comcast Subscribers' Unlisted Names, Telephone Numbers, and Addresses, Order Instituting Investigation into the Unauthorized Disclosure and Publication of Unlisted Telephone Numbers by Comcast, Investigation 13-10-003 (issued Oct. 8, 2013). Other smaller incidents have included employee theft of customer information, improper disposal of business records containing customer information and third party criminal and fraudulent activity targeting businesses and consumers generally. These incidents may have resulted in the loss, compromise or potential compromise of electronic and physical copies of customer information, such as names, address, telephone numbers, financial account information and social security numbers. Upon discovery we took appropriate steps to fix the problems and communicate with customers and law enforcement.

Sponsor: Myrna Soto, Senior Vice President, Chief Information & Infrastructure Security Officer



## **Exhibit SMB-41**

**Q-1:11. Please describe in detail any plans for how any money that is saved from reorganization and/or rationalization, as described in the Charter application A.14-06-012, will be spent.**

Joint Respondents object to this request on the grounds that it seeks information that is neither relevant to the issues in this proceeding, nor reasonably calculated to lead to the discovery of relevant or admissible evidence. Joint Respondents further object to this request on the grounds that the request is vague, ambiguous and overbroad.

Subject to the foregoing objections, Comcast responds as follows:

Comcast has not made any specific determinations regarding how any money that is saved from reorganization and/or rationalization will be spent.

**Confidential Subject to Pub. Util. Code Section 583 and Non-Disclosure Agreement**

## **Exhibit SMB-42**

**Q-1:52. What are the positive financial benefits in California if the proposed merger of the Joint Applicants is approved?**

Objection:

Comcast objects to this request on the grounds that it is vague, ambiguous and overbroad.

Subject to the foregoing objections, Comcast responds as follows:

Response:

Please see the Application on file with the CPUC in docket A.14-04-013, which describes the financial benefits of the transaction in California. See Application at Section VIII.A. Further, the Public Interest Statement on file with the FCC describes other financial benefits of the merger.

Sponsor: Michael Kelman, Vice President, Competitive and Business Analytics

## **Exhibit SMB-43**

**Q-1:54. If there are any cost savings resulting from the merger, will they be passed on to the customers? If so, what mechanisms will be used to pass on such savings?**

Objection:

Comcast objects to this request on the grounds that it exceeds the established scope of the docket to the extent it is seeking information regarding any video/cable services, programming costs, or other services or issues outside of the scope of this proceeding. Comcast further objects to this request on the grounds that the request is vague, ambiguous, unduly burdensome and overbroad.

Subject to the foregoing objections, Comcast responds as follows:

Response:

As explained in the Declaration of Michael J. Angelakis (Vice Chairman and Chief Financial Officer of Comcast Corporation),<sup>2</sup> Comcast estimates that the efficiencies resulting from the transaction will total approximately \$1.5 billion in operating expenses and approximately \$400 million in capital expenditures by the third year, with operating expense efficiencies recurring at or above the \$1.5 billion level each year thereafter (capital expenditure efficiencies are not expected to continue beyond year three):

*7. Operating Expense Efficiencies.* It is my view that the merger will result in significant annual cost savings that would be unachievable be absent the transaction. The estimated efficiencies are approximately 10 percent of TWC's operating expense base. Importantly, we expect that we will achieve \$750 million of the \$1.5 billion in operating efficiencies in the first year after closing, another 25 percent in year two, and the remaining 25 percent in year three. My assessment of those efficiencies takes into account the following factors:

a. Corporate Overhead. The transaction will decrease the aggregate amount of overhead currently spent by Comcast and TWC in many duplicative areas that are related to corporate staff and operational functions. By consolidating such functions and services within a single corporate management structure, the combined company should realize approximately [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] million in expense efficiencies for corporate and operational overhead over a three-year period.

b. Cable Operations. The integration of cable operations will contribute to these operating expense efficiencies. Eliminating duplicative networks, assets, and

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<sup>2</sup> The Declaration of Michael J. Angelakis is Exhibit 4 to the Public Interest Statement on file with the Federal Communications Commission.

functions and creating, for example, one backbone and one content delivery network, will yield approximately an additional [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] million in operating expense efficiencies over a three-year period.

c. Programming Costs. The remaining [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] million in operating expense efficiencies are expected to come from savings on programming costs over a three-year period, to the extent and at such time as more favorable rates and terms in some of Comcast's programming agreements supersede some of TWC's existing contracts.

8. *Capital Expense Efficiencies.* Comcast's business involves significant capital expenditures for network elements, such as fiber-optic cable, software, modems, set-top boxes, and servers, and vehicles, as well as other customer equipment. We believe the combined company will likely enjoy a lower per-unit cost when purchasing network and customer equipment in larger quantities. Through these and other savings, we estimate capital expenditure efficiencies of approximately \$400 million beyond the \$1.5 billion in operating expense efficiencies described above.

See also Comcast's Response to ORA 3:61, which also discusses cost-savings that Comcast anticipates will result from the proposed transaction and will benefit consumers.

Sponsor: Michael Kelman, Vice President, Competitive and Business Analytics

## **Exhibit SMB-44**



**Q-3:61. Please identify with specificity each and every source of economies of scale that You claim will be engendered by the merger. For each, indicate the anticipated annual savings, staff reductions, other workforce-related cost savings, and any other source of claimed cost reductions. For each source of scale economies identified, indicate why You believe that a similar savings could not be achieved in the absence of the proposed merger.**

Objection:

Comcast objects to this request on the grounds that it exceeds the established scope of the docket to the extent it is seeking information regarding any video/cable services, programming costs, or other services or issues outside of the scope of this proceeding. Comcast further objects to this request on the grounds that the request is vague, ambiguous, unduly burdensome and overbroad.

Subject to the foregoing objections, Comcast responds as follows:

Response:

The proposed transaction between Comcast and TWC will bring important benefits to consumers nationwide by enhancing consumer choice; facilitating greater investment in Comcast's and TWC's combined network through greater scale; generating substantial transaction-specific efficiencies and cost savings; enhancing competition for small, medium, and large businesses; and accelerating investment in and the roll out of digital voice, and high-speed data services, greater Internet speeds and other advanced services. In particular, Comcast has concluded that the enhanced scale created by the transaction should result in synergies and related efficiencies that will lead to greater innovation and an enhanced consumer experience.

Comcast estimates that the efficiencies resulting from the proposed transaction will total approximately \$1.5 billion in operating expenses and approximately \$400 million in capital expenditures by the third year, with operating expense efficiencies recurring at or above the \$1.5 billion level each year thereafter (capital expenditure efficiencies are not expected to continue beyond year three).

Comcast expects to achieve \$750 million of the \$1.5 billion in operating efficiencies in the first year after closing, another 25 percent in year two, and the remaining 25 percent in year three. These operating efficiencies fall into the following categories:

**Corporate overhead:** The transaction will decrease the aggregate amount of overhead currently spent by Comcast and TWC in many duplicative areas that are related to corporate staff and operational functions. By consolidating such functions and services within a single corporate management structure, the combined company should realize significant expense efficiencies for corporate and operational overhead over a three-year period.

**Cable Operations:** This integration of Comcast's and TWC's cable operations will also contribute to these operating expense efficiencies. Eliminating duplicative networks, assets, and functions and creating, for example, one backbone and one content delivery network, will yield significant operating expense efficiencies over a three-year period.

In addition to operating efficiencies, Comcast's business involves significant capital expenditures for network elements, such as fiber-optic cable, software, modems, set-top boxes, servers, and vehicles, as well as other customer equipment. Comcast expects that the combined company will likely enjoy a lower per-unit cost when purchasing network and customer equipment in larger quantities. The capital expenditure savings represent approximately 10 percent of TWC's total anticipated expenditures in 2014.

Finally, Comcast believes there are strong opportunities for revenue synergies through the combined entity's enhanced ability to compete for residential and business customers. Some of those opportunities are explained in detail below. Comcast operating and capital expenditure efficiencies described above do not include these revenue synergies.

There are three primary economic mechanisms that will drive benefits from the transaction: economies of scale, expanded geographic reach, and sharing of technologies and services. Scale can make the difference between investing in a new product and service and not investing, and it can speed up the pace of product and service introductions and enhancements, as discussed further below. Expanded geographic reach allows firms to compete more effectively for customers, especially business customers whose operations span multiple regions. Sharing best practices and services can increase consumers' access to cutting edge services.

#### Increased Ability to Deploy Advanced Technologies and to Develop New and Innovative Products and Services

By creating additional efficiencies, economies of scale, and an expansion of Comcast's geographic footprint, the proposed transaction will provide the combined company with a greater ability to invest and innovate, not only to serve its existing customers better, but also to respond more effectively to the increasing competitive forces that Comcast faces. Comcast, which employs over 1,000 engineers and developers, needs to continue to invest in advanced technologies and in developing innovative products and services. The bulk of Comcast's approximately \$1 billion in annual spending on intangible assets is devoted to software research, development, and deployment. The transaction will allow the combined company to spread the cost of these investments in new products and services over a larger customer base and more efficiently market these services. This additional base and scale increases the incentive to invest and take risks in developing innovative products and services.

The proposed transaction further enhances Comcast's ability to invest in new products and services and will extend the benefits of Comcast's scale to TWC's systems and customers. For example, increased scale may enable Comcast to justify additional investments in products and

services that are speculative and have high fixed costs. Moreover, the ability to amortize development costs over more systems means that Comcast can deploy new products and services more rapidly. Indeed, an ongoing strategic priority in the cable industry is to find creative ways to increase scale to justify and enable higher levels of investment and innovation.

The transaction will also provide Comcast the added scope and scale to more fully realize the significant investment in human capital that Comcast – uniquely in the cable industry – has undertaken in recent years. As noted above, Comcast now employs over 1,000 engineers and developers and vigorously competes for new technology talent with the likes of Google, Apple, Facebook, Netflix, Microsoft, and Twitter. With greater scale in key markets, Comcast will have a broader base of subscribers over which to spread research and development costs and to test-market and ultimately deploy new and innovative products and services. And a larger team of engineers and developers facilitates faster innovation as they can work with third-party manufacturers to develop a range of technology solutions.

Finally, the transaction will provide geographic scope efficiencies. For example, following the transaction, Comcast will have access to several markets geographically aligned near existing markets, allowing Comcast to more efficiently invest in high-fixed-cost infrastructure to serve those areas. Denser geographic coverage will also create marketing efficiencies for services that may require extensive and expensive marketing campaigns to educate and attract consumers.

#### Transaction Efficiencies for Residential Customers

The transaction-related synergies and economies of scale described above will justify more investment and more cost-effective allocation of resources than either TWC or Comcast could do on its own in critical areas for consumers such as broadband, voice and other products and services beyond the scope of this proceeding. Comcast is committed to adding substantial incremental investments to what TWC had planned for network and service upgrades and enhancements over the next three years. These additional investments in network infrastructure and enhancements will improve the reliability and security of the network and expand its bandwidth to deliver, for example, faster broadband speeds; increased Wi-Fi gateway and hotspot deployment; and enhanced voice services.

**Broadband.** The acquired TWC systems – and the company as a whole – will benefit from the ability to translate large fixed-cost development and investments into better deployment and returns across a broader customer base. Comcast expects that one of the combined company's primary focuses will be upgrading TWC's broadband plant to Comcast's technical standards in order to deliver improved broadband services to consumers.

Post-transaction, Comcast intends to increase investment in TWC's systems, with the combined company able to scale these investments more efficiently.

**Digital Voice.** Post-transaction, the combined company will benefit from the best aspects of both companies' robust and innovative voice services. The post-transaction company will be

better suited to offer an array of advanced IP voice services in competition with ILECs and other providers, and to continue to drive innovation and competition in this market.

#### Transaction Efficiencies for Businesses

The synergies and scale and scope efficiencies discussed above will also significantly enhance the ability of the combined firm to compete for and serve business customers of all sizes.

Comcast and TWC are more recent entrants in the business services market, and Comcast believes that this market presents a significant growth opportunity. Comcast first entered the business services market in 2006, focusing primarily on small businesses (i.e., primarily those with fewer than 20 employees). TWC, on the other hand, has more experience with medium-sized businesses in its footprint. Despite the fact that both companies are growing in their respective segments, Comcast and TWC together represent a small share of the small and medium-sized business market segment (maybe 10 to 15 percent within their footprints) for telecom voice and data services, and a *de minimis* share of national (enterprise) businesses.

This transaction will provide the combined company the scale and scope needed to invest and compete more effectively against well-established incumbents for two business customer categories: (1) medium-sized, regional, super-regional, and even enterprise businesses; and (2) wireless backhaul services.

**Medium-Sized, Regional, Super-Regional, and Enterprise Business.** The proposed transaction will help establish the combined company as a significant competitor with a stronger foothold in the medium-sized, regional, and super-regional business marketplace. As discussed above, the transaction will enable Comcast to accelerate and enhance the build-out of its network infrastructure in its service areas, bolstering its ability to compete for business customers. In particular, medium-sized businesses generally require more “on-net” building connections. Historically, these businesses have had to rely on companies like AT&T, Verizon, and CenturyLink, which have been the only providers with the scale and scope to provide these connections.

Economies of scale will enable the combined company to drive down the costs of procurement and network build-out, and will help achieve the marketing and operating efficiencies that are necessary for Comcast to be a more effective competitor. In addition, the companies will be able to combine their complementary service offerings (e.g., hosted voice service, cloud-based services) and further develop advanced service offerings like point-to-point and multi-point Ethernet services, in order to provide a more attractive suite of services to potential business customers.

The transaction will also enable the combined company to serve super-regional companies with operations that span Comcast's and TWC's existing footprints. In the past, geographic constraints have limited cable companies from competing effectively against incumbent LECs that have served this market for decades given their greater scale and scope. Today, neither

Comcast nor TWC can generally provide services to businesses that cross territories as efficiently as either can provide services to businesses within their respective territories. Thus, businesses with operations in both Comcast's and TWC's footprints that seek an alternative to the incumbent LEC face two equally unappealing options: (1) rely on an aggregator that pieces multiple services together (at a markup) or (2) negotiate and manage multiple accounts with separate providers. The transaction will help address this lack of choice, bringing greater competition to this marketplace.

Post-transaction, Comcast will be able to compete more effectively with incumbent LECs by offering a unified set of seamless products and services throughout its extended footprint with greater operational and cost efficiencies. For example, Comcast will be able to serve larger multi-site customers in a uniform fashion, and will also be able to build super-regional Metro Ethernet clusters, thereby further consolidating key parts of the company's network and fostering more efficient delivery of services. Comcast also will be able to increase the number of "on-net" sites the company serves, which will further reduce the costs and operational barriers for businesses with multiple sites and facilitate investment in adding sites to Comcast's network.

For the same reasons, Comcast's larger geographic reach post-transaction will also make it a meaningful option for enterprise companies that have multiple locations throughout the combined Comcast-TWC footprint, and currently rely either on incumbent LECs or third-party aggregators. With more of these companies' locations covered by Comcast's expanded geography, it will now make more economic sense for the company to pursue this national business. This market segment should benefit from a new near-national competitive entrant that can provide superior service and value.

**Wireless Backhaul Services.** With mobile data traffic growing rapidly, wholesale wireless backhaul is emerging as a national service. Comcast and TWC have both recognized that the increasing need for wireless carriers to offload wireless traffic from their cell towers onto high-capacity fiber facilities presents a business opportunity for the companies. Currently, TWC and Comcast provide wireless backhaul to only a small fraction of the total number of cell sites (less than three percent).

The transaction will improve Comcast's ability to compete in the wireless backhaul market, particularly because of its larger geographic footprint and scale post-transaction. TWC's expertise and assets in this market factor into this strategic assessment. For example, with its acquisition of DukeNet, TWC obtained an 8,700-mile regional fiber-based network that provides wholesale wireless backhaul and other business services to customers in North Carolina, South Carolina, and five other states in the Southeast. The combined company's additional scale after the transaction will provide it with the resources and expertise to build fiber even further and make substantial reinvestments in provisioning and backhaul infrastructure.

Finally, investment in this area not only creates competition for critical cell backhaul and wholesale carrier infrastructure, but directly benefits medium-sized and enterprise business customers by accelerating the deployment of a more redundant and resilient network. More

generally, the combined investments and network upgrades that are necessary to serve medium-sized, enterprise, and wholesale wireless backhaul customers across the combined company's footprint will also inure to the benefit of small business and residential customers in a number of ways. For example, since products developed for the medium-sized or enterprise segments can often be offered to/repackaged for small businesses, new product development driven by greater competition for larger businesses will also benefit small business customers. Moreover, small businesses and residential customers will enjoy the "spillover effects" from investments, plant upgrades, and network reliability enhancements made to serve larger businesses.

#### Absent the Transaction, Comcast Will Not Be Able to Achieve the Same Efficiencies

Based on the above factors and analysis, Comcast has concluded that the meaningful consumer and business benefits described above can be achieved only by combining Comcast and TWC. Each of the benefits outlined above is based in part on increased scale, substantial investment, innovation and experience, and an expanded geographic scope for the combined company. In Comcast's considered judgment, there is no other reasonable or attainable pathway to achieve these types of substantial benefits for consumers and businesses.

Contracting is a common mechanism to achieve some of the benefits of increased scale, expanded geographic reach, and sharing of technologies and services. However, in many cases contracting does not achieve all of the potential benefits because of well-known difficulties that arise in contracting, including transactional frictions and costs, differences in strategy, double marginalization, and the requirement for large investments specific to collaboration with another company in which returns hinge on the future behavior of the other company. Indeed, as discussed below, Comcast and TWC have sought to achieve efficiencies via contracting or consortium approaches in several contexts with mixed results, and the complexity and uncertainty of such arrangements has reduced the benefits relative to what the parties can achieve through the transaction.

Comcast has not quantified the dollar amount of the merger synergies attributable to a particular State.

Sponsor:

## **Exhibit SMB-45**



**Q-1:74. Please quantify and describe any cost savings and synergies that will result specific to California from the proposed transaction.**

Objection:

Comcast objects to this request on the grounds that it exceeds the established scope of the docket to the extent it is seeking information regarding any video/cable services, programming costs, or other services or issues outside of the scope of this proceeding. Comcast objects to this request to the extent that it seeks information that is not in Comcast's possession. Comcast further objects to this request on the grounds that the request is vague, ambiguous, unduly burdensome and overbroad. Finally, Comcast also objects on the grounds that the request seeks information about "anticipated" facts or circumstances which may arise in the future.

Subject to the foregoing objections, Comcast responds as follows:

Response:

Comcast has not sought to quantify the dollar amount of the merger synergies attributable to a particular State. For a discussion of the cost savings and synergies that Comcast anticipates will result from the proposed transaction nationwide, see Comcast's Response to ORA 3:61.